ULTIMATE SPIDER-MAN

MARVEL

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ULTIMATE SPIDER-MAN

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ULTIMATE SPIDER-MAN #72
"HOBGOBLIN PART 1"

NINE MONTHS AGO

AAAAAH!

OH MY GOD!

OH MY GOD! OH MY GOD!

DIE!!

SMUSH

The spaz is freakin'!

PETER!!

HHUAGGH!

What is going on *here?* Peter?

Everyone back!

Eeeww!!

Peter?!

God, Parker!

We called your aunt. She'll be at school to get you by the time we get back.

Are you feeling better?

Yeah, I just- I think I just wigged out. That spider was *huge!*

Oh, my God! It *so* was. I'm totally squirreled.

Your aunt will take you to the hospital so--

Nothing to be embarrassed about, Peter. Could'a happened to anyone.

Well- how come it always- *always*- happens to me?

Not always...

Hey, Spider-Girl.

Considering I could sue Oscorp for everything you got...you're being quite the smart aleck, Harrison.

My lawyers sent me here to settle.

Oh yeah?

How's Peter?

His aunt flipped out-took him to the E.R.

You didn't go with him?

Why would I?

Isn't he your boyfriend?

Stop it, Harry.

Thought you guys were getting all snugly there on the bus.

Oh, *did* you?

How could you tell...when you refuse to make eye contact with me in public?

That's what I *thought.*

You *were* trying to make me jealous.

You can't keep me at arm's length in front of your friends and then give me *crap* for it too.

I'm not keeping you at arm's length.

We should sit together on the bus.

We will.

When?

We will!

Okay. When?

It's not you.

I know.

It's not.

Oh, I *know* who it is.

It's my dad.

No. It's you.

Harry, my dad's a *"hole"* too. But you're allowed to come over my hou--

MY DAD IS NOT A--!!

Sorry.

It's okay.

I-I-I didn't mean to make you feel like I don't like you.

I *do* like you.

There's so much going on and- and-

I've never *had* a girlfriend.

What about Liz?

Blondes are for practice.

I'm joking.

Oh, gross!!

You so are not.

You should lose the glasses.

You look way hot without them.

I look hot *with* them, too.

Oh, you think?

Today

SHABLAMMO

Okay!! You people see *that*?!

You see what I just did to *him*?

Huh!? Spider-Man!! Right here!! Who did that?

Me!!

Guy pops out of nowhere and gets in the middle of my #$%^ and what happened to him!?

Anyone else in the room got any powers they want to throw down on me!?

No? Then do what I told you and give me the Adamantium you got in that damn safe!

YOU THINK I'M JOKING AROUND?

OPEN THE SAFE AND GIVE ME WHAT I ASKED FOR!!

OPEN THE SAFE OR I'LL CUT HIM OPEN AND SPILL HIM ALL OVER THE FLOOR!!

We- we don't even know him.

Go ahead.

SMNACK

Well, *that's* nice.

I go out of my way to pull a classic *"playing possum"* fake-out--

--and you guys got to go and knock the wind out of it!

BOOM!

THAP

THAP

FABAM!!

NOO!!

"No" what?

No webbing or no kicking?

You really have to be more specific!!

SMK

AGH!

Whoo!

Anyone want to tell me what this was *about*?

What's Adamantium exactly? And why does goofball here want it?

You know what? Whatever!!

Oh, is that the time?

Okay, I gotta skedaddle. I have another group of ungrateful weasels to save across town.

Hey, when the police come, make sure you stare at them blankly, too.

Oh, and if one of you could blame *me* for all of this, that would be great!

You know...

It's *that* kind of gratitude and enthusiasm from people whose lives I just saved...

...that makes it *totally* worth putting on my stinky costume and getting my brains bashed in by steroid-boy with a laser-tag fetish!!

Aarrgghh!!!

All I wanted to do was skip out of school on my lunch break, swing over to the *Bugle* to pick up my paycheck and swing back to school for some seriously disgusting sloppy joes.

Is that asking too much?

Now I missed lunch. I'm not going to get to eat.

And I'm already hungry all the time as it is.

I'm a growing super hero. I need my carbs. I need food.

I also need to remember to look *"Adamantium"*, or whatever it is, up on line when I get home.

Something extremely fishy was going on over there at Roxxon laboratories.

Hmmm? I am so suspicious of people in lab coats. I wonder why?

I wonder if it has to do with the geniuses at Oscorp and Hammer Industries, who have single-handedly created every super-powered garbanzo bean that has punched me in my spider-face.

MIDTOWN HIGH SCHOOL

I wonder if *that's* it?

Why don't people in lab coats work on a nicer smelling toilet or something?

Why is *everyone* working on the next big super-villain?

Man, my heart was *not* in that fight.

I should have taken that yutz down with a decent *quip*, let alone getting knocked unconscious.

I blacked out. I could'a been killed.

I have not had my heart in the game since Gwen Stacy died.

I mean I *did* say that I wasn't going to be Spider-Man anymore...

(Even though I lied and said I faked being knocked unconscious.)

4

... and here I am putting on the costume and bouncing around anyhow.

And if I'm going to perform like *that* I might as well keep the costume at home.

That was pathetic.

I'm- I don't know why I am *doing* this anymore.

I couldn't save Uncle Ben, I couldn't save Gwen Stacy.

And they were both killed in my *own house.*

Peter!!

I need something. A sign...

(I don't know...)

Just something to tell me what I need...

To do...

Next...

Look who's here.

Harry. Osborn.

Ta-daa!

Are- are you visiting? Or are you back?

Oh, I'm back, baby.

You kids...

This ain't no nightclub.

Lunch is over!!

CAFETERIA

Wait... what did he say?

About what?

About anything.

Nothing.

He- he walked in two minutes before you did and said, *"I'm back."*

They were all high-fiving each other, then *you* walked in, why?

Sss. This isn't good.

Why? It's Harry.

He seems okay.

You mean 'cause of his dad?

Okay. Why?

Uh, why are you talking to me like this?

Do me a favor- just stay away from him.

Could you please just *do* this!!

Just- if I tell you something like this, just assume it's serious and that I have a good reason.

I'm not talking to you like anything!!

Every time I ask you to do something, you give me twenty stupid questions!!

Don't ask me questions, *just say okay!!*

And every time you DON'T listen to me you get thrown off a bridge!!

So could you do me a favor and JUST DO WHAT I SAY!

I didn't kill Gwen Stacy.

222

222

Hope you have your packing hat on?

The Parkers are moving!

I thought MJ was going to help us.

Uh, no. There's a test tomorrow.

Tomorrow is Saturday.

I mean Monday.

Okay, kiddo. Get crackin' and get packin'.

Is there any food? I'm starving.

All packed up. I'll order a pizza later.

Pack up that basement of yours, because we are leaving tomorrow.

Tomorrow is moving day!!!

PETE'S LAB

PETE'S

If I had any kind of normal brain...

I would lock this trunk and throw it in the river.

Why can't I stop??!!

And now Harry Osborn has mysteriously come back from wherever *he* was.

He knows I'm Spider-Man.

He knows his dad was a big green goblin.

He knows all of it...

And the last time I saw him the only thing he said to me was...

"I'll kill you all."

This is what he said to me after his father, juiced up as the Goblin, escapes from prison and tries to kill the President...

He says, "*I'll kill you all.*"

Does he even *remember* any of it? I mean, today he looks so...normal.

Where's he *been?* Can I *trust* him?

Are we still friends? Doesn't feel like it.

Maybe we *are* friends and I'm the one being weird.

(Yelling at MJ, what is wrong with me?)

Maybe it's just good ol' Harry come back looking for friendly faces and I'm acting like a tool.

I just wish I knew where Nick Fury's been keeping him.

Great! See, I have absolutely no way of contacting Nick Fury. But when he needs *me?* There he is!

When I need him? Nothing. Dustballs.

There's no one to tell me what I'm supposed to do with him. How I'm supposed to treat him.

Does he blame me for what happened to his dad?

I don't know!!

Will somebody please tell me what I am supposed to--

Where do you think you're going?

You guys moving away? I just got back and you're moving away?

We got a new house. Couple of blocks away. No big whoop.

Why?

Well, first my Uncle Ben died here.

And then this girl...

THUMP

Gwen Stacy.

Yeah.

She died here too. Just recently.

And...Aunt May wants to not be here anymore.

Sure. Ghosts and all. I can dig that.

Where've you been, Harry?

Oh, you know...

...around.

I'm joking.

They sent me away.

I was sent to some place in Colorado. It was pretty nice actually.

They were just keeping me away from my super-villain father 'til- I don't know- it was safe to come out.

So you *do* remember what happened?

Remember?

What do you want from me, Harry?

Just trying to put things in perspective.

I've been thinking about you a lot. Thinking about our lives.

See, there's this funny thing going on with you and me...I don't know if you know.

You get super powers and become a famous super hero.

Every time my father goes nuts...

...there *you* are.

And I come back to Queens...

And who's dating my girlfriend...

What?

My life as I knew it... ends.

You get to be Spider-Man and my dad kills my mom.

ULTIMATE SPIDER-MAN #73
"HOBGOBLIN PART 2"

One week ago.

DAD? WHAT DID YOU DO? DAD!!!

OH, MY GOD, P-PETER?

And this is what the great Nick Fury has sunk to...

Shoving my own child in front of me.

Sorry, kid.

Wasn't the plan.

Harry, I...

Harry...

Harry, sorry to keep you waiting.

It's been one of those decades.

Uh, I- uh...

No one told you I was coming?

No. I was- I was just--

Do you remember who I am?

Do I *remember* who you are?

You *know* who I am?

You're Nick Fury.

You, like, run the world. You're on TV every ten minutes.

I don't run the world- I work to keep the world safe.

But you... don't remember meeting me before?

We met before? D'you know my dad?

Yes.

I came here special. I made a special trip to see you--

--to tell you you're finally going home.

Home?

You don't need to be here anymore.

Wherever here is.

Do understand, the reason we have been so secretive with you about where you are...

...the reason we have kept you in the dark like this is only to *protect* you.

Uh, okay.

I came here to tell you that nothing that has happened is your fault.

I know.

I didn't do anything wrong.

Do you know *whose* fault it is?

Umm...

Everything that happened, happened because of your *father*.

Norman Osborn turned himself into something he could not control, something dangerous.

But that danger is over, so it's time for you to slide back into society.

We can't hold you here anymore.

Where is he?

He's locked away safe. He can't hurt you.

I'd like to see him.

No.

Why?

We're working on a way to- to make him *normal* again. If we can do that, *then* we can talk about--

You don't have to talk to me like I'm six years old.

What did he do to himself and what are you going to do to fix it? I don't understand what's going on--

I'm *not* talking down to you.

I'm trying to explain myself to you but it's difficult because you don't seem to--

--because most of this information is classified.

For national security purposes I'm not allowed to discuss *any* of this with you at all.

You *are* just a civilian.

But I do feel bad for what happened to you.

I feel bad that you got thrown in the middle of all this.

You're just a kid.

Kids like you, you and your friend Peter Parker, you shouldn't be involved in things like this at your age.

Even- do know- even if we cure your father...

...and we will try everything in our power to do so...

Do know your father made some bad choices.

And he's going to have to pay for them.

He killed your mother, Harry.

And he's killed a great many more than that.

That's not true.

It was a *fire*.

My mom died in a fire.

Kid...

I'm just going to- okay.

Your father genetically mutated himself into a monster that--

Bad choices?

Kid...

For what it's worth, your father was *close* to greatness.

He was a great mind and an *amazing* businessman...

And the experiments he was funding were on the- on the *cusp* of something truly great.

But as the saying goes- almost doesn't count.

You're going to have to try to forget about him for now.

You're going to have to get some help and try to start a new chapter.

Start over.

How?

I have no mom or dad. I have no home.

But you do have *family*.

Your grandfather Amberson is going to take care of you.

He's waiting for you. We're going to take you to him.

You can go back to school if you want, you have your friends.

(But I ***strongly*** recommend continuing your therapy...)

And you're not being released into the world empty-handed.

What does *that* mean?

Means everything your parents owned...

...it's yours.

What has happened to you and your family- it's very unique.

It's a one-of-a-kind tragedy.

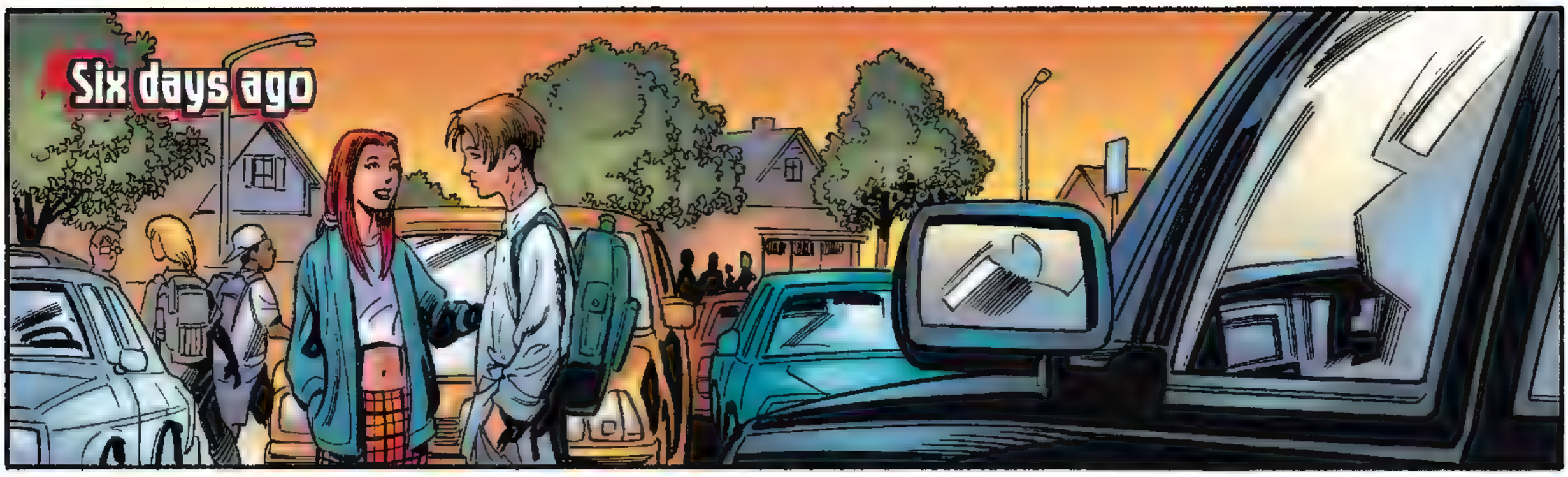
So we rigged it for you so you are legally being treated as an orphan in the eyes of the United States.

Least we could do, I think.

And your father *was* worth north of a hundred million dollars and...

Yeah.

You're officially the richest kid at school.


Six days ago

Five days ago

And there's a lot of real estate.

The companies, (what's left of them). The houses, the summer home. The plane. The cars.

But the government seized and will *not* be giving back any of the Oz formula calculations and samples or other genetic--

HARRY-Y-Y-Y-Y!!

What the--??

Mom!

MOM!!

Mom?

Harry, do you need a minute?

Hmmm?

I asked you if you needed to take a break...

What were you saying about the factories?

Four days ago

Are you all right?

Grandpa, This is-- I was-- I- I know I was here. I just--

The lab is off-limits to unauthorized personnel!!

And that includes *him!!*

This- something happened here--

I know...

Roxxon Oil put in a purchase bid for all the laboratory sites.

It's a pretty good offer but we think we can get it up to--

No.

Harry, the value of the land alone is--

No, no sale.

Roxxon is a perfect buyer for these sites. They understand the value, they need the--

I said no.

Why? They're just sitting here, rotting.

Because it's mine.

Three days ago

Unknown Caller

Hello?

Harry Osborn?

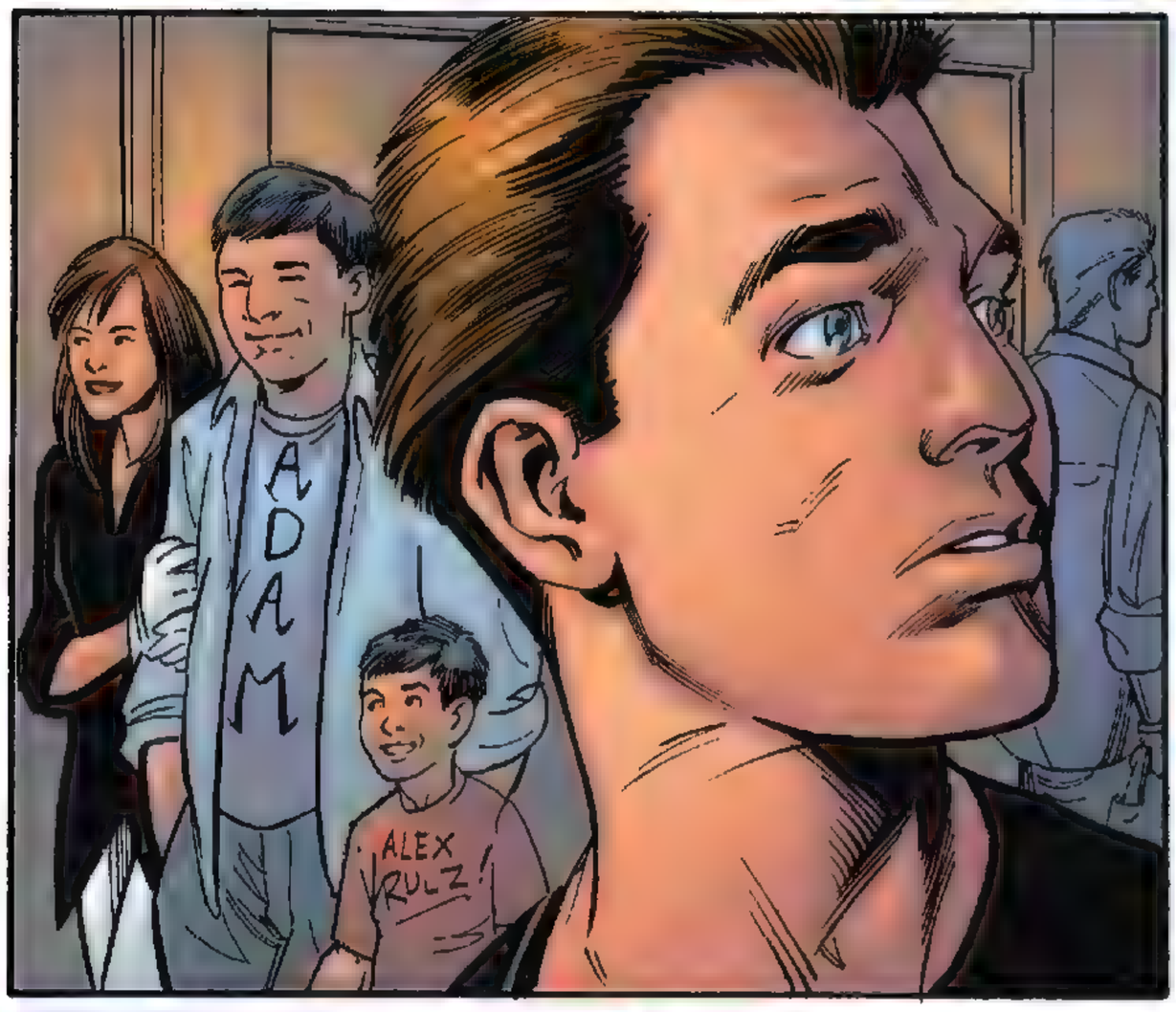
Yeah.

Come downstairs.

Who is this?

Meet me outside.

CLICH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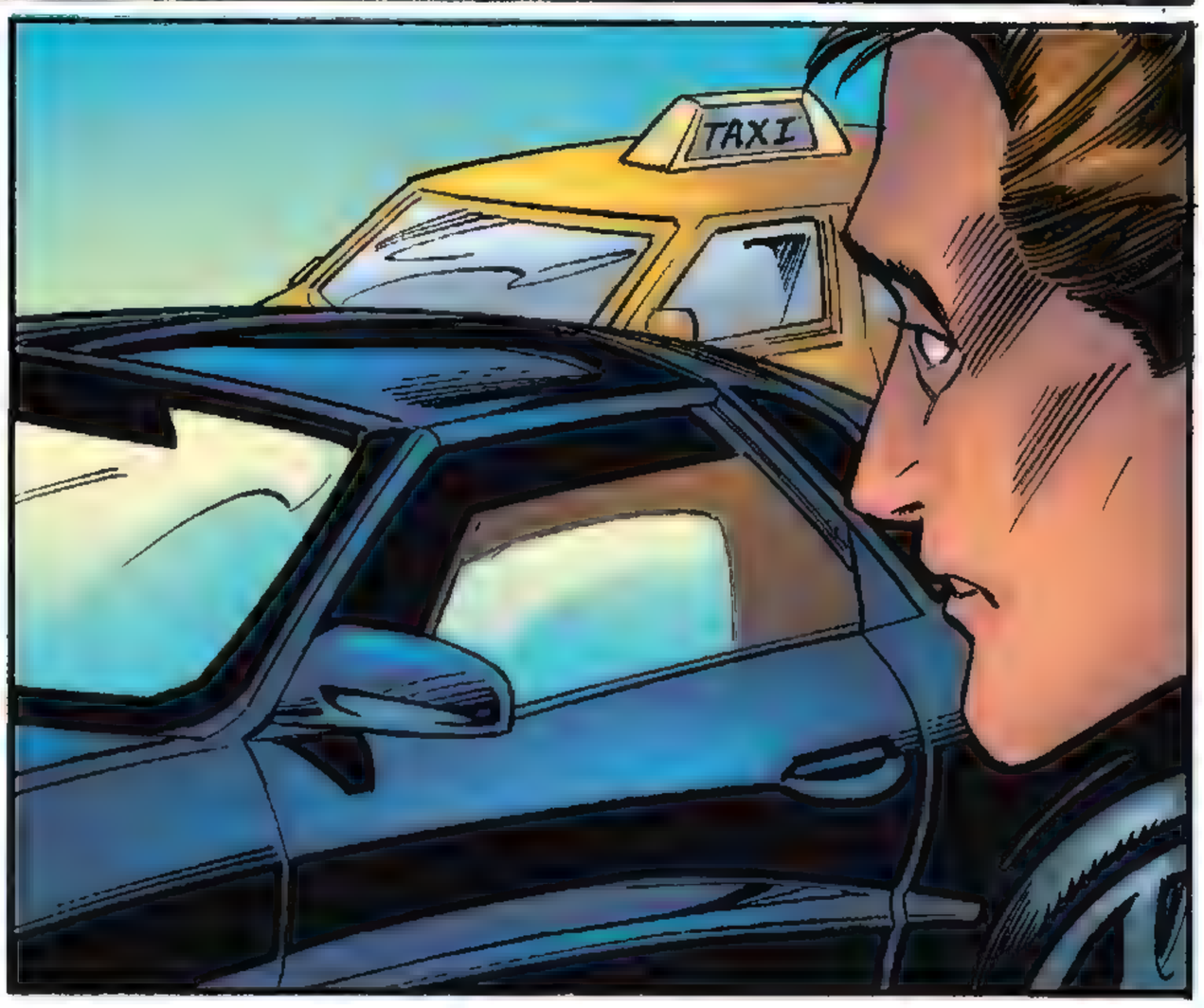
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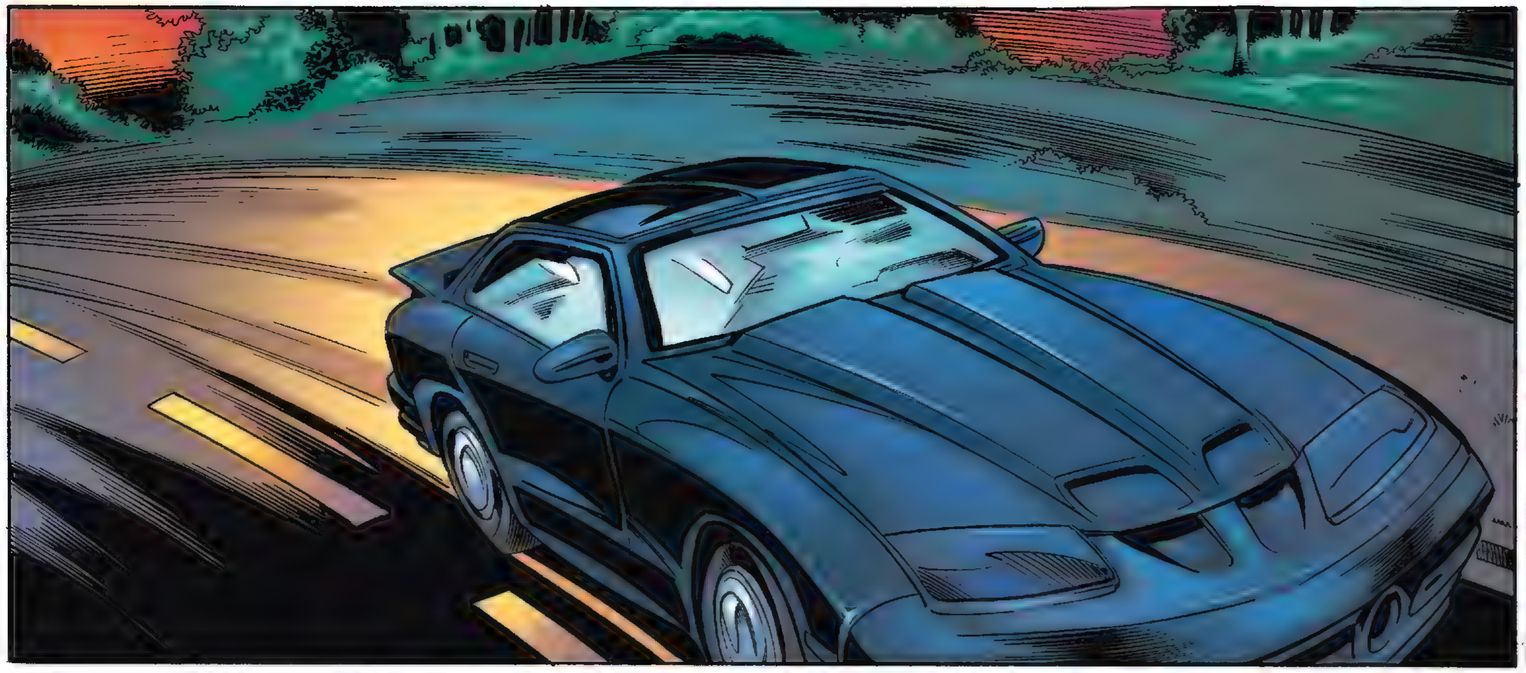
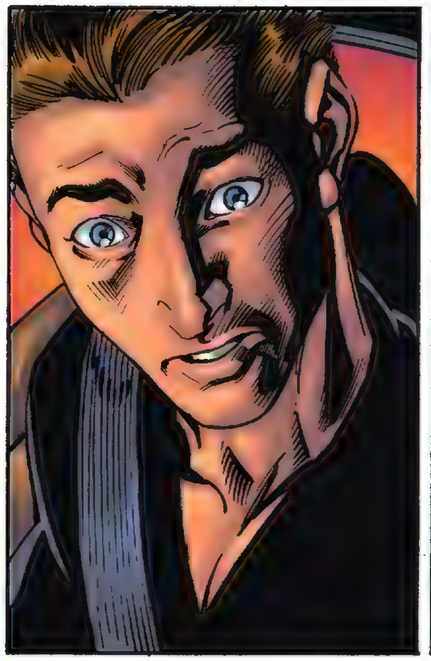
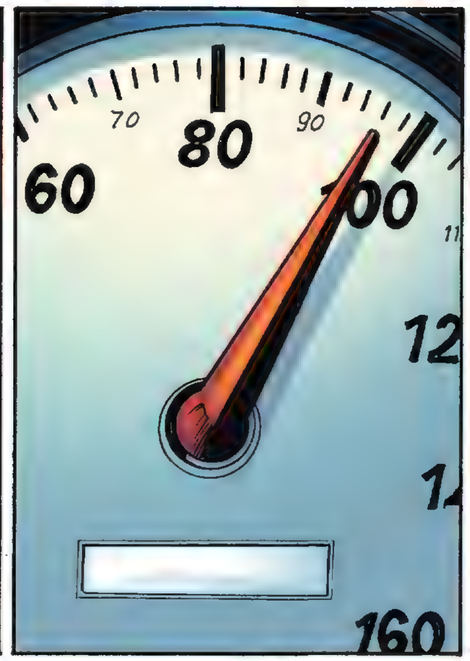
You know who I am?
Y-yeah.
You worked for my dad.
Get in.

Get in.
I want to show you something.



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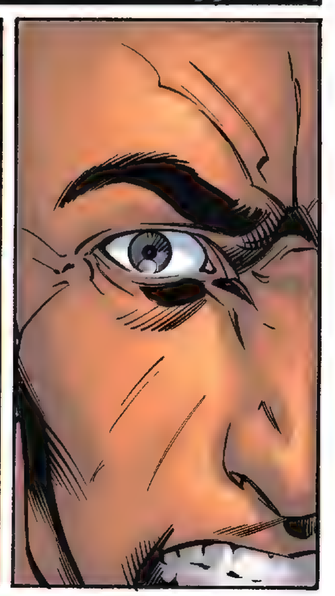
Where are you taking me, Mr. Shaw?
You'll see.
Do you know where they're keeping my father?
No.
Have you spoken to him?
No.
Kid, I don't know anything about anything.
I was told to wait 'til they let go of you and then to come get you.

You don't know where--?
How would I know? I worked for your father in a strictly freelance capacity and I--

You did my father's dirty work.

I don't know what that means.

In our old house...
...the vent in my bedroom led directly into the vent in my father's office.
I heard everything.



GAAKKS!

WHAT? WHAT DID YOU JUST SAY TO ME?!!

I- I didn't!!

I don't know where your dad is.

All I know is he gave me things to do for him and paid me to do them.

This is one of them.

Are you going to kill me?

Of course not.

He wants me to show you something.

Me and your dad were in the Gulf together.

D'jou know that?

No.

He's a genius, you know.

Never met another guy like him.

Kind of a control freak, though.

I know.

Don't think you do.

He's had you in hypnotherapy since you were eleven years old.

No, I was in therapy, not--

It was *hypno*therapy, trust me. You were being hypnotized.

He said, *"To protect you."*

He wanted you to have a normal life.

He wanted you to enjoy the *"fruits of his labor"* he'd call it.

To have what he didn't have growing up...

...for as long as you could.

But he knew that the game he was playing and the people he was playing with--

--he knew that eventually %^&* could go down.

You understand that?

I WASN'T HYPNOTIZED! THE HELL ARE YOU ON? WHAT IS THIS?

He hired a guy to help you block out all the bad stuff until he wanted you to see it.

Kid, your dad didn't want you to have to deal with any of this until you *had* to.

Now you have to.

Like I said, he was a control freak.

See *what?*

REMEMBER WHAT?!!!

Cellar door.

NNAAGH!

And this is what the great Nick Fury has sunk to...

Shoving my own child in front of me.

DADDY!!

The lab is off-limits to unauthorized personnel!!

And that includes him!!

Mom?

Sorry, kid.

Wasn't the plan.

Your father was a genius.

What they did to him.

CHIRP CHIRP

CLUMP

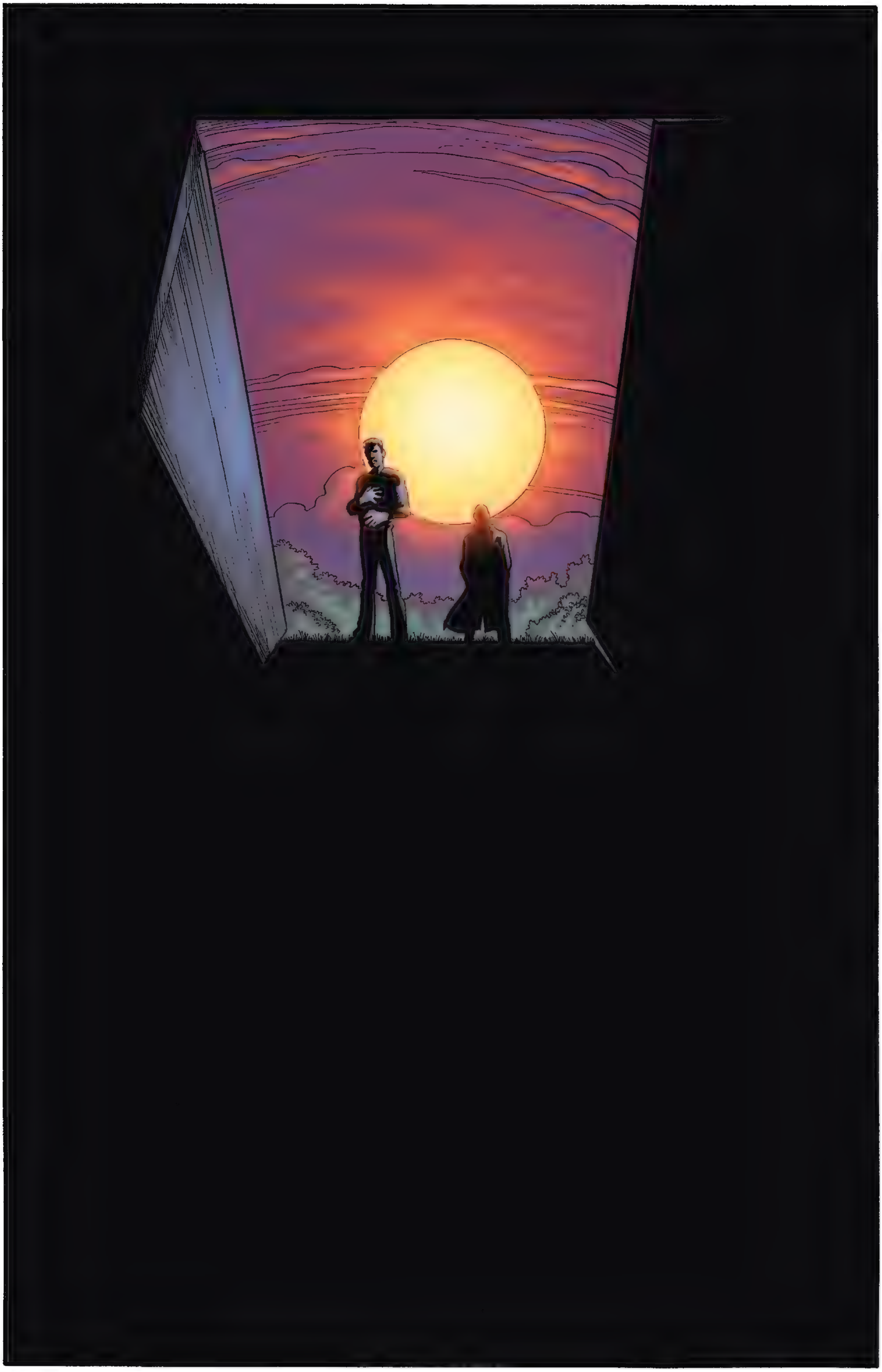
PSSSSSS

Wh- what is that?

It's a bunker.

It was your father's.

Now it's yours.



ULTIMATE SPIDER-MAN #74
"HOBGOBLIN PART 3"

Harry?

What did you just say?

Did you just say you dated MJ before I did?

What?

Sniff...

Are you okay?

Thing is, Peter, no one- no one understands all the crap we've been through.

Even if we told them. All the crap.

Even if we *could* tell them- no one could understand.

How could they?

And- and that means there's no one to *help* us.

All we have is each other.

It's only us.

Right?

Am I right?

Yeah, Harry, yeah...

I'm going to help you.

And you- you're going to help me.

If yesterday's pop-quiz scores are any indication, you people are not ready for tomorrow's test.

So why don't you take the rest of the class to read your chapters and study up?

4D CHAPTE IT

QUIZ O

And I'd like you to do it as quietly as possible.

Achem...

I WANT TO MAKE OUT DURING LUNCH?

IKE OUT RING UNCH?

WHAT'S WRONG?

Ms. Watson!

Please don't drag Mr. Parker's grade down to your level.

PETER!!

Peter, where are you going?

Why are you so mad at me?

When were you going to tell me you used to go out with Harry?

We- we didn't.

You *weren't* going out with him just before you went out with me?

We weren't *"going out."*

What were you *doing* then?

I didn't think it was that big a deal.

It wasn't.

The fact that all this time you never mentioned it *makes* it a big deal.

What? Harry told you?

Take off the mask, Peter.

I tell you *everything!*

Ow!

Why wouldn't you tell me this- all this time???!!

I don't know!

You don't *know?* *Guess!*

I didn't tell you! I don't *know* why!

It wasn't that big a deal and every time I thought to mention it- I-I-I- it sounded weird or stupid so I just didn't.

Listen, it wasn't the greatest--

I tell you *everything!!*

I told you I was Spider-Man!!

I'm sorry.

Why are you so mad about this?

BECAUSE YOU'RE GOING TO DIE!!

You're- you're *this* stupid that you would *lie* to me about Osborn.

About a guy like *this?*

I didn't lie--

Remember that day you almost *died??!!*

When Harry's dad grabbed you and threw you off the bridge?? Remember??

I asked you then- what you were doing at Harry's in the first place?

Peter...

And even after Harry's dad almost *kills* you, all of that, Harry comes back and you run right to him!!

Peter! That's not *true.*

We're- we're friends. He's your friend, too. He--

You're going to get *killed* because of all of this and it's going to be my fault!

Even though you *lied* to me! Even though you put *yourself* in this stupid situation all by yourself--

It's still going to be my fault.

No...

Peter, please take off the mask.

Peter, please...

Listen very carefully!

The Osborns are nuts!!

You hear what I am saying? Stay away from them. Harry is dangerous.

How is he dangerous?

Because he--

(I should never have told you who I was.)

You okay?

Where's Peter?

Not here.

You guys okay?

Did you tell him about me and you?

Lim...

Why?

I just assumed you had already told him, like, a billion years ago.

I was goofing around about it. I made a joke.

What joke?

What was the joke?

I'd like to hear this joke.

What?

I-I don't remember.

I thought it was old news. I thought you'd told him.

Oh man, I am so sorry. You guys are so cool. I would never.

I think he just broke up with me.

What?

I think. I-I- he didn't say the words. I don't understand him!

He's not the same guy.

Oh no...

I know.

He's better.

He's not happy.

Oh, and *you* are.

Not talking about me.

He's going through a lot right now.

Gwen Stacy.

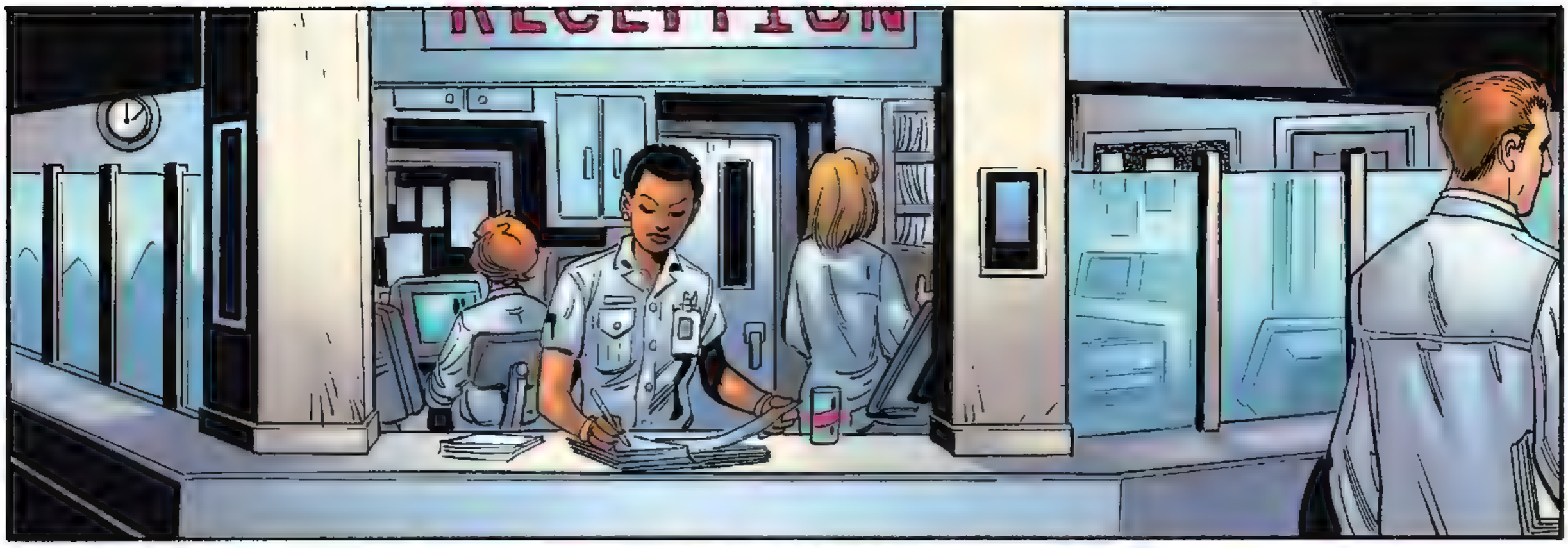
Yeah.
His Uncle Ben died just a few months ago, people forget. It was only a little bit ago.
That guy was everything to him. And now this. And all the other stuff.
Doesn't mean he has to take it out on you.
He's not.
Okay.
He's not!!
You told him about us and it upset him. He's right. He's *right* to be upset. I *should* have told him.
Why? He doesn't tell *you* everything.
Yes, he does.
No, I don't think he does.
Yes, he does.
Okay.
Listen. Okay.
I know everything.
You know he killed my dad?
What?
Didn't think so.
What are you talking about?
He killed my dad.
They fought, he killed him.
I'm okay with it. Not *"okay"*...but I understand how it happened.
Peter had to do what he had to do.
My dad was- he- you saw what he had done to himself.
Peter wouldn't do that.
Spider-Man would.

Hey hey, hot-dog boy!
It's time to pay the--
Please, please, I have a family!
HAPPY DOG
I'm sure they are *thrilled* that daddy sells crappy hot gods on the street!
You said gods!
People make me *sick!!*
SMACK
HENRY!!
You little idiots!!
THWAP
CRASH
AGH!
How you people can go around and just terrorize people trying to--
OH MY GOD! HENRY!!
WHAMM

FBAM

HENRY!!!

He's- he's not moving...


RECEPTION

And--
--and tell the police I'll be waiting for them outside.

GENCY

NYPD
Someone call for the police?

I'm giving myself up.
For what?
I put someone in the hospital. I'm- I didn't mean to but I--
We've met before- do you remember me?
Uh--
The Gladiator- museum thing.
He called himself the Gladiator?
He was nuts. Nutty people do that.

(No offense.)
I'm police Captain Jeanne De Wolfe.
NYPD

I'm- uh- Spider-Man.
You are not what I thought you'd be.
I'm not what I thought I'd be either.
NYPD
No, I mean you're much shorter and clearly you're what? Twelve?

Uh...

So, what is this?
You want to be placed under arrest?
NYPD

I hurt a kid. I--

Vendor told police on the scene that the kid pulled a *gun* on him and was about to *kill* him for 37 dollars when *you* swooped down and saved the day.

He's *hurt.* He--

I just left the E.R. doctors. You knocked the guy unconscious and sprained his arm. That's all.

He's okay and he's under arrest.

I- listen- you're not *listening* to me! I lost control and I hurt him!

I was angry about something else...and I put on this stupid costume and I *hurt* him!

I lost control.

I'm saying, I'm telling you I'll take responsibility for it.

Kid, I'm not arresting you.

If anything I'd like to write up a commendation for you.

You don't understand.

Yeah, I've only been a cop eleven years, so I can't relate at all, she replies sarcastically.

Don't you read the papers!? *I'm a thief and a murderer! I'm wanted for murder!!*

Hey, I don't know why you put on a costume... I have no idea how it is you do what you do.

But, from one law enforcer to another, take it from me...

...you gotta relax.

Here's my card.

You ever need anything that doesn't involve this little teenage nervous breakdown you're having...

You ever need any real help with any of this...

You call me.

And wash your costume... you smell like hot dogs.

Girls don't like that.

SOLD
Getz Realty
Hi, sweetie.
Hi, Aunt May.
How was school?
I dunno.
How was work?
Same.
KITCHEN
Mary Jane came by.
When?
While ago.
How does she know where we live?
We only moved two blocks away.
She told you what happened?

She told me you're having a big fight.
She tell you why?
Told me it was her fault.
Is it?
I don't know.
I got her to help me unpack. I feel bad, I took advantage of her guilt.
Good.
Come here.
I'm okay.
Come.
Here.
You're a special boy.
I'm not.
Shh!
Oh, and that Harry Osborn called.
I don't like him.
Those Osborns are all trouble.
BLEEEEE
Ugh...
I'll get it.

Parkers'.

No, Harry... Peter isn't home. No, I don't.

What do you want from me, Harry?

What?

It's time.

For what?

You help me. I help you.

Bring the costume.

CLICK

I have to go back out.

ULTIMATE SPIDER-MAN #75
"HOBGOBLIN PART 4"

Two days ago

Harry Osborn...

Welcome to the world...

...according to your father.

Your grandparents bought the property and dug this hole back in the fifties.

And took it off the books.

They, like everyone else, thought the bomb was going to drop because everyone kept screaming at them: ***the bomb is going to drop!***

So, what? They were going to live here in a hole in the wilds of New Jersey?

Those were some crazy times back then. Duck and cover.

When your dad found it, he outfitted it as this (I don't know) a mini-Oscorp.

S.H.I.E.L.D. can't see it. No one knows it's here.

Invisible Oscorp.

Last time your dad broke out of S.H.I.E.L.D. custody he didn't come here.

Guess it's because he was dragging all his fellow inmates around with him.

Guess he didn't trust them.

What we need to do is--

NO!

WHUMP

Kid!

Oof!

FUMP

Kid!!

No!!

KID! CALM DOWN!

HE KILLED MY MOTHER!!
Kid!
He's a monster!
Shut up!
SLAP
AGH!
AGHAGGHH!!
GOD!! PLEASE!!
HE KILLED HER!!
This isn't working like I hoped.
Monster!!
Cellar!!
Door!!
Nnooaaaaa!!
Nnn...
Sleep it off, kid.
You sure ain't your father.

Where am I?
Where does it look like? You're back in New York. You're home.
Did you- we were...in the car...
You fell asleep on me. I took you home.
About what?
Who, uh- what *time* is it?
Middle of the night. Keep it down. You'll wake your grandpa.
We were in a car...
We were going to go for a ride and have a talk.

About what? About your father.

I told you.

I don't know where he is.

Neither do I.

So what are we going to do about that?

We have to find him.

And there's only one person we *both* know who *knows* where he is.

Who?

Peter Parker.

How would *he* know?

Well, he's Spider-Man, isn't he?

How do you know that, Shaw?

'Cause I know all your father's secrets.

Peter doesn't know where they're keeping my dad.

How do you know what Peter knows?

It's Peter.

Kid, we have to find your father.

Peter Parker knows where he is.

Don't you want him back?

Fury said he killed my mom.

He didn't. Fury is a liar.

Why would your father do that? Why? He married her.

You know how your mother died.

In a fire?

He's all you have left, Harry.

We have to save him.

Save him?

He's dying, Harry.

The accident that made this whole mess out of all our lives- it's killing him.

We have to get him out of wherever he is and we have to let him help himself.

I would go to Peter myself but I can't. I don't exist.

I'm invisible to S.H.I.E.L.D. and I want to *keep* it that way.

Nick Fury doesn't know I exist.

There's a fifty-fifty chance S.H.I.E.L.D. has around-the-clock surveillance on your little Spider-Man friend.

And that's not a chance I'm going to take.

No. I can't go near him.

But *you're* heading back to school. You're classmates, you and he.

You can get near him. Buddy-up.

You need to ask him. Ask him where your father is.

I owe your dad my life. I owe your dad... everything.

He doesn't deserve to die like this. He deserves something more.

Talk to Peter.

Last night

It's time.

For what?

You help me. I help you.

Bring the costume.

CLICK

I have to go back out.

Now?

Just for a little--

No.

Just for a little bit!

No. It's eight o'clock at night and you're *not* going into Manhattan in the middle of the night.

But--

Absolutely not!

I'm having some serious problems with Harry and MJ and I need to--

And you're fifteen years old and you're *not* going into the city in the middle of the night.

WHAT THE HELL?!!

Peter, I'm *sorry* for whatever is going on.

Ugh!

If you want to *talk* about it--

No.

Figured not.

But if you want to...you know you can.

Just- you're better off cooling down and- just go do your homework and relax.

You know, sweety, those Osborns are nothing but trouble. They have brought nothing good to the world.

Harry's a troubled boy. And trouble always goes looking for more trouble.

Don't get sucked into it.

You're fifty times better than them.

7
VICK
MJ...
Peter?
Oh man, you weren't kidding.
He *is* mad at you.

You have fifteen minutes left. Then it's pencils down!

Ahem!

AH!

Hhem!

Eyes on your *own* paper, Ms. Watson.

You know, I went all the way up to the roof of the gym looking for you.

I just didn't feel like eating inside.

Thought you might take off during lunch.

I'm sorry I didn't tell you about Harry.

I SAID... I'M SORRY I DIDN'T--

Okay, okay!

Do you believe me? Do you *believe* that I like *you* and not him?

That's not the point.

Oh, yes it is.

It's *not* the point. It's a matter of--

Why- if I liked Harry so much- why wouldn't I just go be with *him?*

Why would I go through all this with *you?*

I don't think you always know *what* you want.

What?

Nothing.

This *isn't* about Harry! The hell is *wrong* with you?

You- you've been acting really weird with me since *before* Harry got here! Since Gwen died.

You blew me off on our date, you've been really distant...

You're having real problems with me and I have no--

I told you- you're not safe being with me.

Peter, I live in Queens.

I'm not safe... period!

I think I know what this is- just tell me. I already know.

Tell you...

Is it Harry's dad?

Well, in a way...

See? Was that so hard?

Wait. What are you talking about?

He told me what happened with you and his dad.

Which part?

The whole thing.

What whole thing?

I know how it ended. The fight.

Uh huh...

You didn't kill him on purpose, right? It was self-defense. Right?

Didn't kill who?

Harry's dad.

Harry told you I killed his dad?

But you *didn't*, right?

No.

It was self-defense...

He's!
Not!
DEAD!
What?
Harry's father isn't dead, Mary.
He's exactly where I told you he was. Locked away.
He's not--?
No!
Why would Harry say that?
Why were you talking to him in the *first place??!!* I told you not to talk to him.
Peter--
You think I *killed* a guy? You think I could do that?
I said- no. I said you couldn't--
You just asked me if I did.
Harry said you did and I defended you. I only asked you because you are acting so--
I can't believe this!
I don't understand- why would Harry say that?
Because he's NUTS!!
Where are you going?

What are you doing here, Harry?

Nothing.

You didn't go to school.

I didn't feel like it.

What does *that* have to do with it?! Go to school.

CHIPS

Get out of my house.

How are we going to find where your father is unless you go to school and get it out of Peter?

Leave me alone!

We had a deal!

Let go of me.

Go to school!

You're not the boss of--

Harry!

Who are you talking to?

Uh...no one.

What's going on, Harry?

Nothing.

No. No, that's not true.

He's doing it again. You see that. He's here to kill you.

Did you tell Mary Jane I killed your dad?

Do you *think* that, Harry? That I *killed* your dad?

You said that?

No.

Idiot!

Shut up!

LEAVE ME ALONE! ALL OF YOU!!
LEAVE ME ALONE!
Harry...
You're going to have to deal with this, Harry.
No!
It's time!
No!
Show him who you really are!
What do you mean??!!
Harry, I- I don't know what to do.
You can't make me!
Tell him who you really are, Harold!!
No!
Tell him you were there!
I don't--!!!
YOU WERE THERE!

Do you people know the meaning of the words: clamp down?
The lab is off limits to unauthorized personnel!!
And that includes him, for heaven's sake!!
Dad, what's going on?
Why are you--?
Will you please remove him from the premises?
What's going on?
Harry, now is really not the time.
We are good to go, sir?
Everything checked and double checked?
We are good to go.
Let's do it.
You were there...
Dad...
Dad...
Harry, please stop this.

You were there!!

YOU WERE THERE!!

FATHER!!!

OH MY GOD!!!

RRRAAAAAGGHH!!!

NAAAAAAARRGGHHHHH!!!

AARRGGGHHHH!!!

CEEEEELLLAAARRRRR!!!
DOORRRRRRRRRR!!!
HRRAAARRGGHHH!!!
Oh my God...

ULTIMATE SPIDER-MAN #76
"HOBGOBLIN PART 5"

ARGHH!

I-

Can't-

Breathe.

My hands.

My hands are frozen cold.

Now I can't feel them.

I can't- I really can't- I--

I really can't breathe.

Harry.

Harry...?

CAAARRGH!

HARRY!!! NO!

Don't think.

"Don't think." You don't even have *time* to think.

I truly hate you, Norman Osborn--

How much evil crap can one man bring on the world?

Your own son.

Your own son!!!

RRRFIPPP

NNNGGHH!!

HAAARRGGHH!!

Harry, just tell me how this happened?

I *know* Norman Osborn did this to him.

I *know* Harry didn't do this to himself.

Come on, Harry!!!

KRAKK

I used to do Harry's science homework for him--he wouldn't know *how* to do this to himself.

Norman, wherever you are, you really are just about *the* most awful human being that has ever lived.

You really are.

CRASH

ARGH!

I don't want to do this.

I don't!

SMACK

But I know what will happen if I don't.

People *will* die if I don't stop this.

I can't have it.

I can't- *ARGH!*

Puh!

Nose is bleeding in my mask.

Ears are throbbing. Wasn't ready. I'm *still* not ready.

How do you get ready for *this?*

Why?

Why is this *happening?*

FAP

Why would Harry want to fight me, I haven't done anything to- *ARGH!*

Uh-oh...

WHUMP

Oof!

THUMK

Ooof!

CRACK

WHAM

Holy crap! Wh- what happened?

You run out of webs?

BOOM!

Wonderful...

He's *not* a villain.

He's *not* his father.

He's my friend.

He's hurting.

He's just a guy.

Like me.

I don't know what I'm supposed to do here.

I need to *control* this.

I need to calm this down and deal with it.

I need to find out what has happened here.

I need to--

No! I-I-I don't want to *do* this.

I just- I just want things to go back to where they--

--used to--

--be.

TRUTH

Okay, get out your biology textbooks and let's go over what you were *supposed* to read last night.

BIOLOGY

Okay, be honest with me here, who read the assigned chapter?

Because I *don't* want to get fifteen minutes into this class before I figure out no one knows *what* the hell I am...

310-ENG
CLONI
EMBRY

Ugh!

Does anyone know where Mr. Parker and Ms. Watson are?

They *were* here before lunch...

Whatever they're doing...hope it's worth the detention.

Harry, anyone else trashes the city like this--

--I would make a joke about how you'll have to *pay* for that mess...

But you actually *can* pay for this mess.

FRUUGHHH...

Yeah, I'm up here...

SMACK

SMASH

Harry...I'm not doing this.

I can *help* you.

I *really* can. I'm not just saying that.

HAARRGH!!

I didn't know you were dealing with this. I had no idea.

Just power down, or- or calm down, just stop and talk to me.

We're friends.

Can you hear me? Do you understand me?

Come on, Harry!!!

I don't *understand* this!! I don't!

How did this *happen* to you?

Did your dad do this to you on *purpose?!*

Why would you fight *me?*

I'm not doing it! I'm not going to fight you!!

Take a second and get hold of yourself.

Because if you don't- no joke- the cops or- or the *Ultimates* are going to come here and they are going to *kill* you!!

You get me? They're going to *kill you!!*

You're going to die!!

Power down and *talk* to me!

Oh no, don't tell me you're going to wussy out *now?*

This ship has *sailed!*

Come on, Harry...

It's- it's me.

THIS ENDS ONE WAY!!

YOU KNOW WHAT YOU HAVE TO DO!!

DO IT!!

AARRGGHH!!

SLAM

$%#@ the Osborns. I've had it.

I should just go home--

Hey! Wait a second- I have a question...

How on earth did Nick Fury let Harry Osborn back into civilization in this condition?

How does *that* happen exactly?

I'm no world-security expert, but it looks to me that Harry Osborn is one big *fat* security--

No, listen to me, Spider-Man has gone *berserk!!*

Dude, I'm right in the *middle* of it!!

Spider-Man!!

NO...

NEWSTAND

(Oh my God.)

Peter!

Harry, please!! You don't--

GARGH!

SMACK

--have to *do* this!

ARGH!

BOOM

PETER!!

There! That'll do it!

Right there!

Go!

Oh God- oh no...

Oh God- oh no...
Oh God- oh no...
Oh God- oh no...

No!

AAAAARGH!!

BOOM!

MJ?!! What are you doing here??!!

AIIIIEE!

What are you doing??

J- Ji- J.

What are you DOING here??

I - I came to confront Harry about--

I told you to stay away from him!!

I don't understand what is going on!! I was trying to figure out who was lying to me about--

Get out of here!!

Listen to me-no matter what!!

Go inside this building and HIDE!

What *was* that??!!

It's Harry!!

What?!

LISTEN TO ME!! GET OUT OF HERE!!!!

GO!

Oh my God!!

GO!!!

AAGGH!

THUMP

RIBB

SMACK

SMACK

PL

GMC

STAY DOWN!

SMACK SMACK

WHY IS THIS HAPPENING?!

SMACK

WHY?!!

SMACK

WHY?!!

WHY?!!

DOOO MTTTTT...

DOOO MTTTTT!

DNT STOP!!!

KILLLL MEEEE...

ULTIMATE SPIDER-MAN #77
"HOBGOBLIN PART 6"

DOOO MTTTTT...

KILLLL MEEEE...

DEDION

PEASSSSHHE EATTTERR!!!

PLEASSSHHHE, YOU HAAAVE TOOO!

Harry.

I'm your friend.

We've been friends since we were little kids.

I had no *idea* this had happened to you. No idea.

Let me *help* you.

He's not going to do it! I told you, he's not a killer!!

OH GOOAAAD!!

I *told* you, only your father can end this!

Go get your father!!

Please...

Please take my hand, and I promise you--

I *promise* I'll help you.

AARRGHH!!

ROMOTA LMT

You're going to have to do something else, Harold.

You're going to have to push this *farther*.

MN...

That's it.

Harry, n--

Peter...

Oh, my God!

What do we do?

NOOO!

ARGH!

TAKE HIM DOWN!

BAMBAMBAMBAMBAMBAMB

NARGH!

FUMP FUMP FUMP

I- I put *three* in him!!

I *know* I did!!

Oh, man...

NOOOO!!!

You're going to have to do more!!

DOOOOO MORRRRE!!

FABOOM

FABOOM

Harry, stop it!

SMACK

CRASH

This won't do!

This isn't it!

Harold, look!

LOOK!

That will do it.

That will do it!!

MORTON

Now, Colonel Fury, let me ask you...

The Triskelion

Headquarters and home of the Ultimates--the U.S.-sanctioned superhuman task force created by Nick Fury and S.H.I.E.L.D.

There's a *theory* out there that says that since the creation of your super team, the Ultimates...

...the threats against our society have *escalated* in scope.

I'm not--

The idea being that the existence of the Ultimates has in *itself* brought on the very threats it has sworn to protect us from.

Wow.

That- that is the dumbest bunch of--

Oh, um, I'm sorry, Colonel, we need to stop right here and cut over to our news desk for a breaking story.
I just got *bumped?*
Uh, Colonel...
What you got to *do* in this world--
Where is that?
--just coming in now. This is our Manhattan affiliate.
What you are seeing is live footage being taken right now out the window of the office of--
Osborn.
Get agent Thibodeau online!
Who?
He's the agent on Harry Osborn surveillance.
I want confirmation that is *not* an Osborn.
BLEE BLEE BLEE
N- no answer.
Oh, no.
Hulkbuster unit!!
I don't know how this--
How can you *tell* me you didn't know Harry Osborn was infected by his father's Oz treatments?
How can you *say* that?
We- we worked his blood samples, sir. For months, every day. I don't think it's *him.*
How much you wanna *bet?*
There was *no* molecular distorting. No mutation.
Where's the alpha team??!!
San Francisco, at the--
No anything.
Wanna bet your job?
Damn it!
There was nothing that even *hinted* that anything like this could possibly be.
There was no sign!

And yet, here we are!

CRASH

Stop taking pictures and run!

One more!

What is the matter with you?

AAAIEEE!!

THWAP

Harold!

This is a fully-trained Hulkbuster unit!!

You know, for the HULK.

And you, kiddo, are no Hulk.

So put the truck down and beg for your life.

Very disappointing, Harry. Truly.

THHHAANK YOOOOU...

Oh my God, no!!

KKUARRGG!!

YEE!

Take him.

No! No, stop it!

Help him, don't kill him, Fury!

Help him!

Civilian safety first!

Kid, you are in the way!!

Web him to the floor or back on out of here!!!

He's sick. He needs help!

Kid, this isn't your best move.

He's just a kid!

HARRY!

SMACK

SMACK

THEY CAN HELP YOU!

STAY DOWN!

SMACK

SMACK

FABOOM

Finish it.

FABOOM FABOOM FABOOM

Nnggagh!

DOO IITTT!!

FABOOM

HHHAABRR!!

FUMP

MK...

This is Agent Woo. Target and triangulate my position.

I need a civilian decontainment crew. I need a Hulkbuster recon sweep. I need- what?

No- no, it's not the Hulk, but we need- yes.

I need a transport system asap. And I need a level ten lockdown cell up and ready in ten minutes and this is *not* a drill!!

WHY??

WHY DID THIS HAPPEN??

Why is the sky blue, kid? I sure don't know.

No! No!

Why did this happen?

Why has this- he's just a kid- and- and you--

You were supposed to take care of him and- and look!

LOOK!!

WHY IS HE BEGGING ME TO KILL HIM??

WHY?

Guys, we need to get another team to Osborn's penthouse.

Quarantine the whole building until we find out exactly what happened.

Also, let's talk to federal and local, tell them what happened here.

No cover. Let's cooperate with the--

SMACK

ZXZAAATTT

CEASE FIRE!!!

÷Coff coff...÷

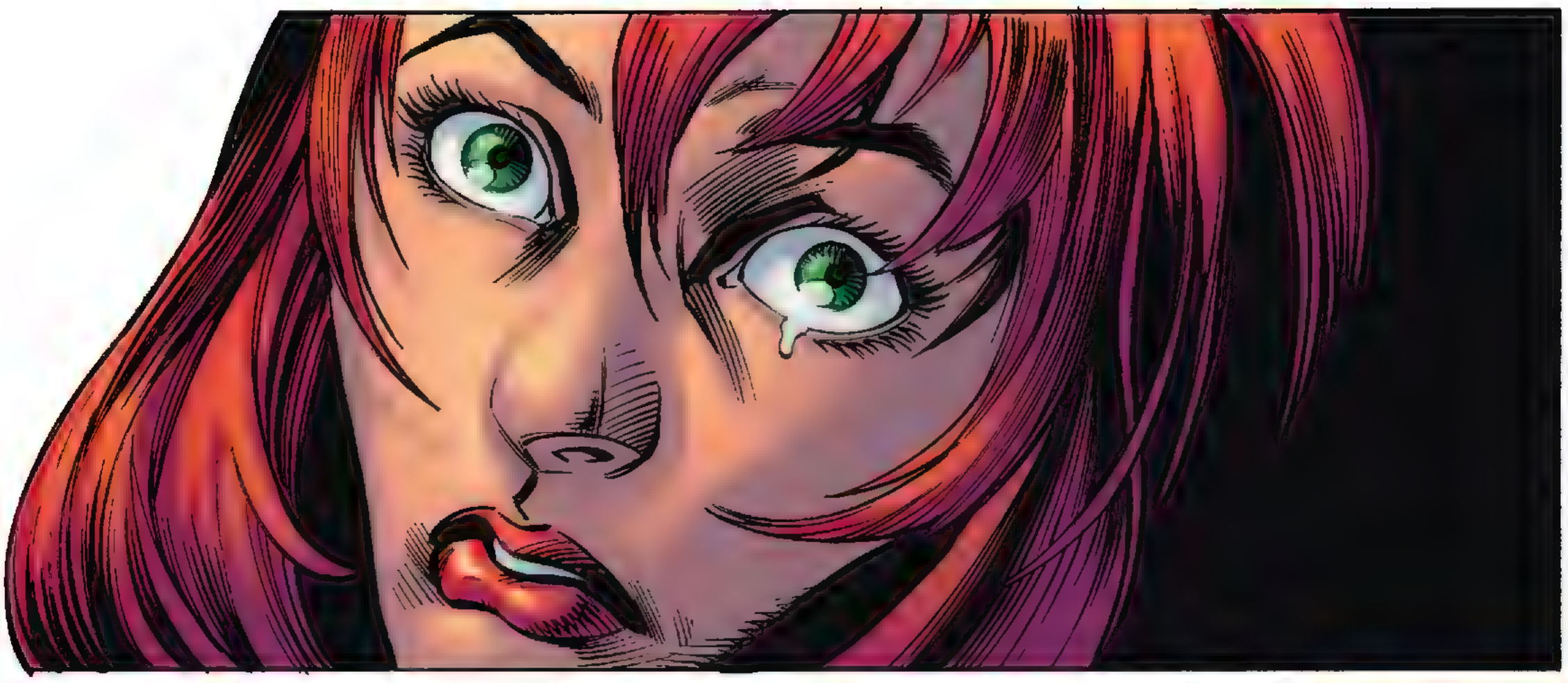
Go home.

ARRGGHH!!

Go. Home.

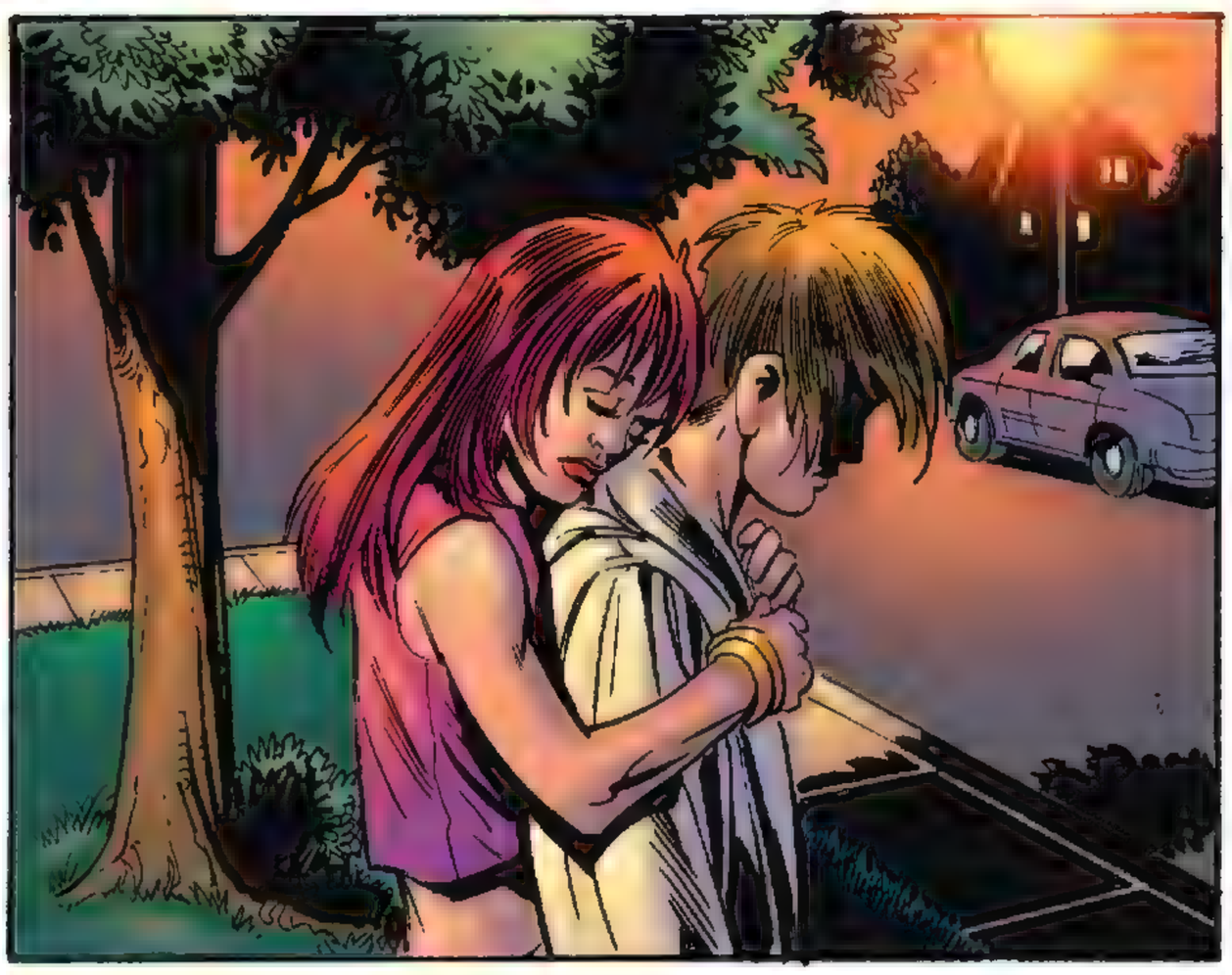
He breathing?
Yes, sir.
Keep it that way.
Yes, sir.
I want the secret of this Oz Formula cracked by my birthday.
Get everyone on it.
Yes, sir.
Osborn wasn't *that* smart. I want the secret. No more surprises.
Yes, sir.
And then I think it's time for Peter Parker to say good-bye to those spider powers.
Yes, sir.

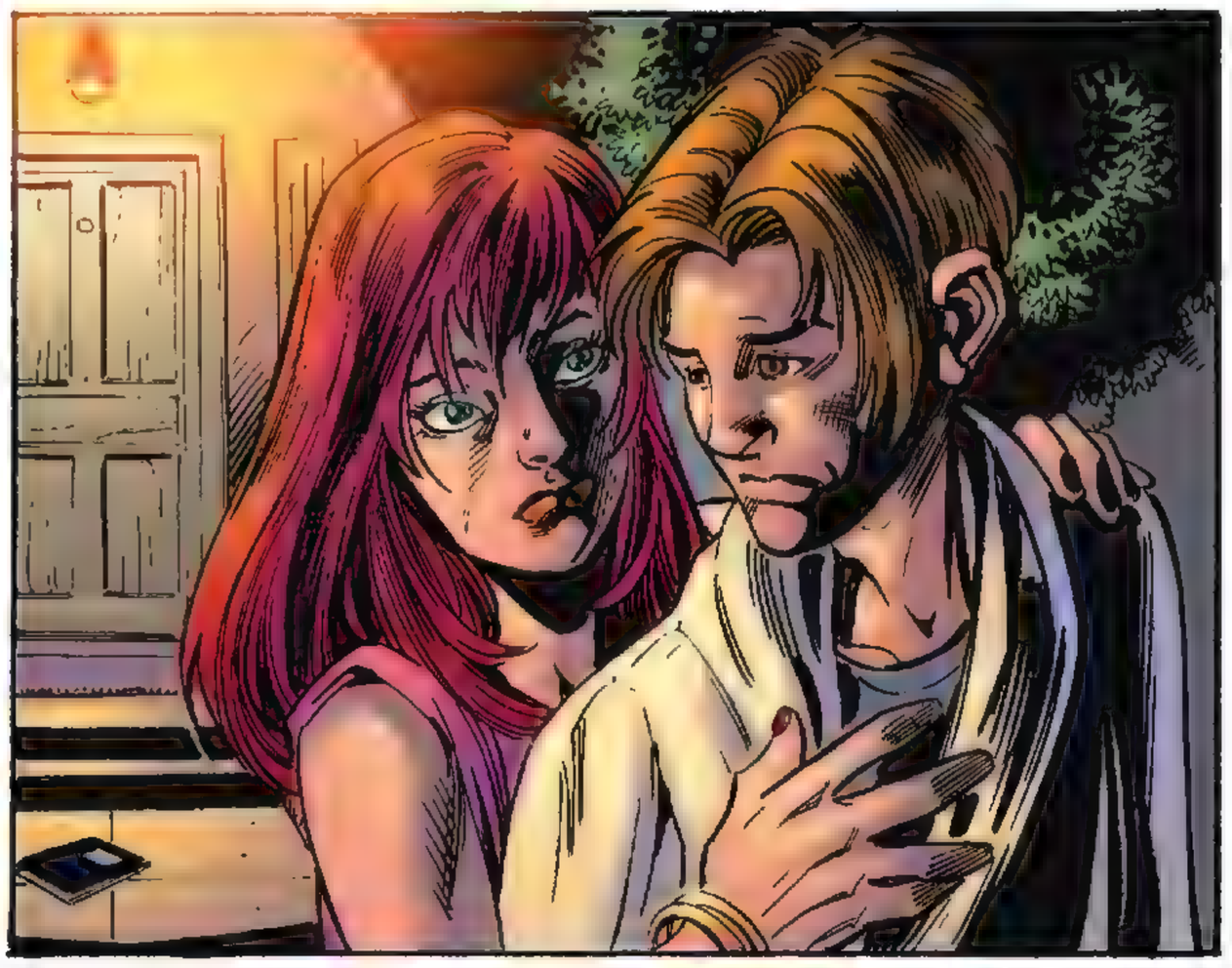
Oh! Hey, Peter...
Are you okay, MJ?
Like, physically? Yeah. You?
I'm in one piece. I looked for you.
I ran home.
Good.
Like you said.
I was so frickin' scared.
Yeah. Me too.
Can- can I hug you?
I didn't know.
I had no idea Harry was--
Was--
I *told* you to stay away from him. I *told* you to *trust* me.
You didn't tell me everything. How could I know--?
I didn't *know* everything!
I just knew there was... trouble. That was all I knew!!
I didn't know it was going to be *that* bad.
I *begged* you to stay away from Harry and- and you just ignored me!
You did the *opposite* of what I told you to do.
And you lied.
After all we've seen. After all the people we've-
You're going to get *killed.* This isn't a game. I can't- I can't- no.
Peter!
I can't protect you because you don't *listen* to me.
I can't have you in my life.

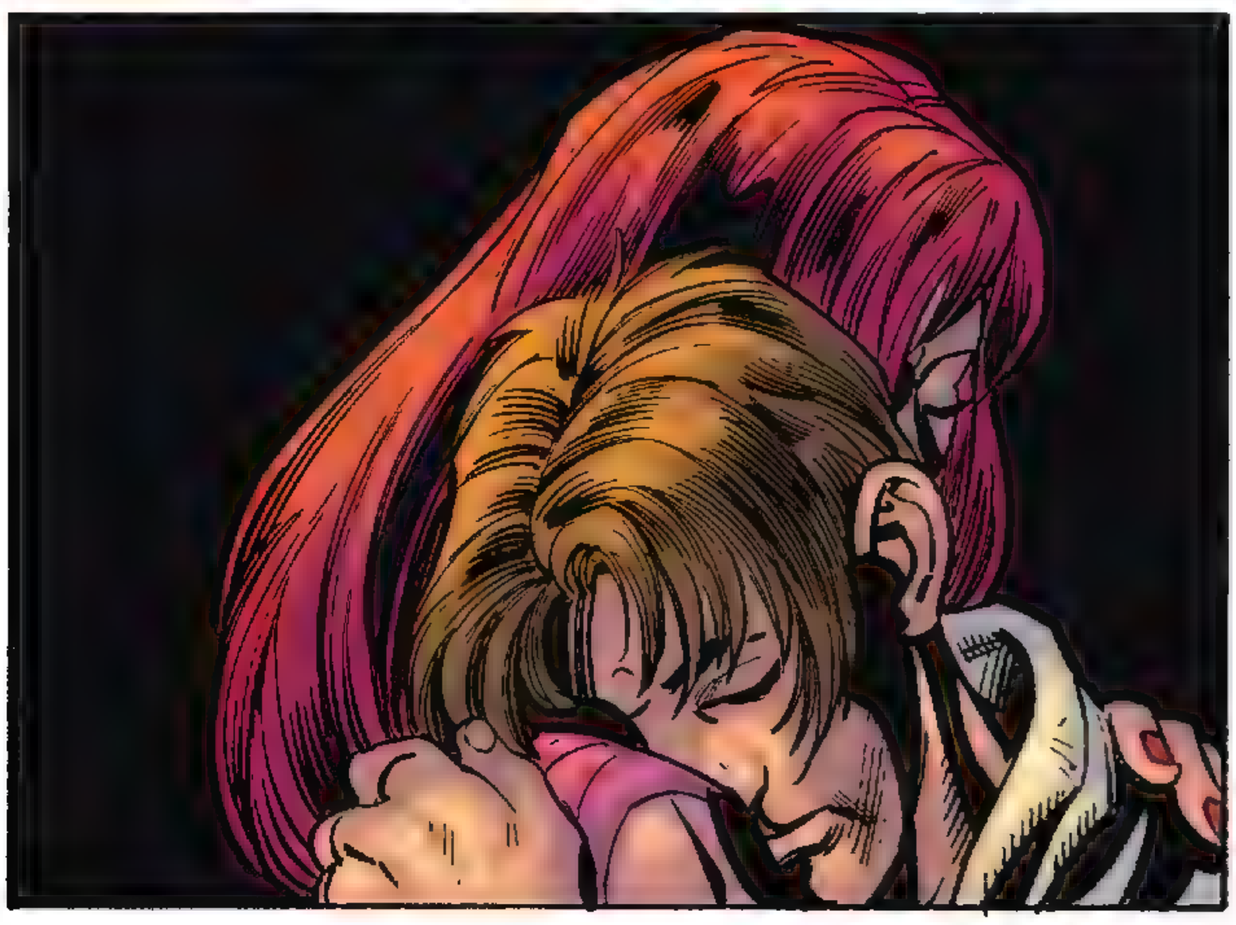


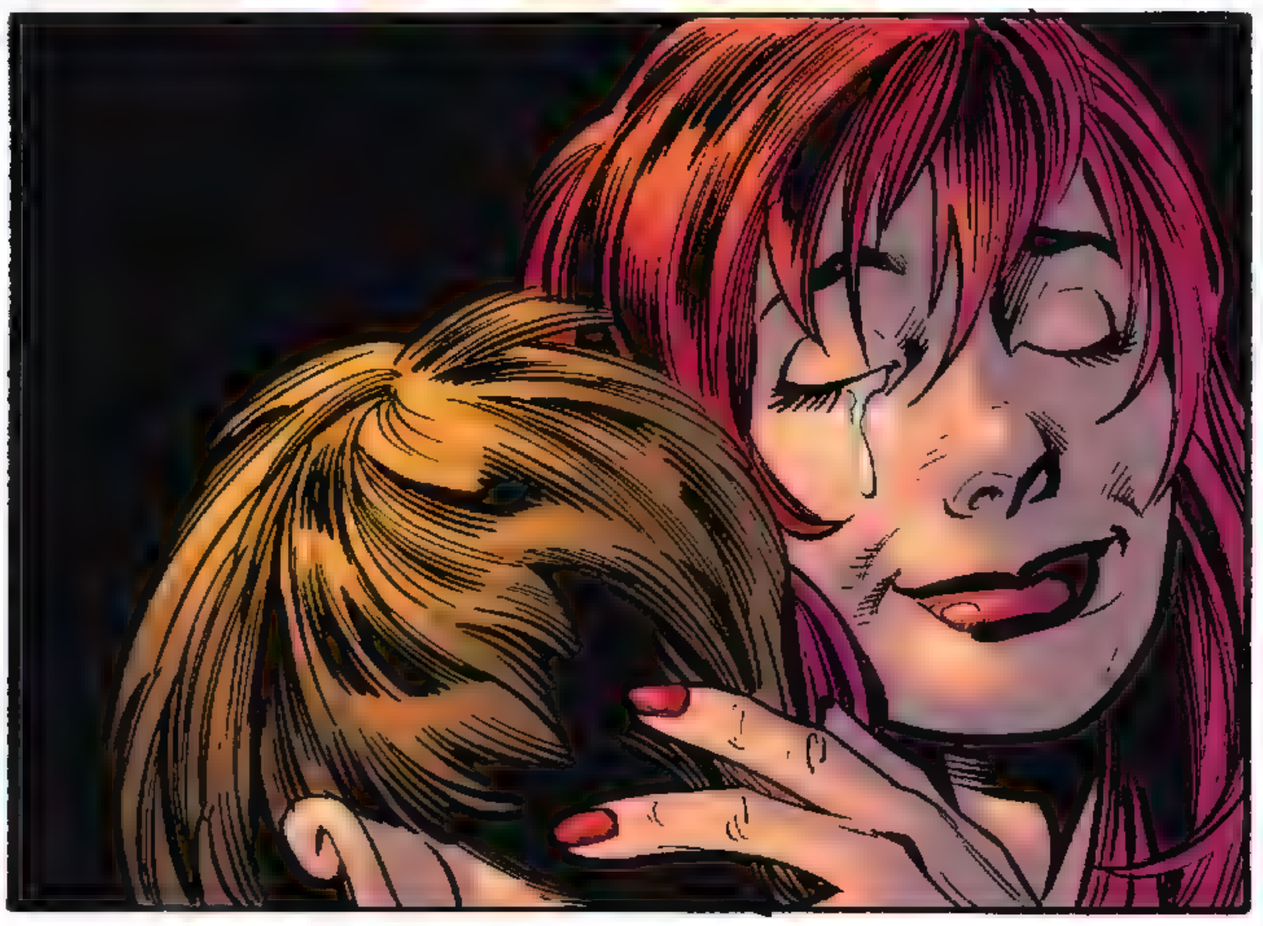
I can't have friends and I can't have you.
You'll end up dead in my backyard, or bleeding on some dock turned into God knows what.
I can't be responsible for it because I can't trust you.

I can't.



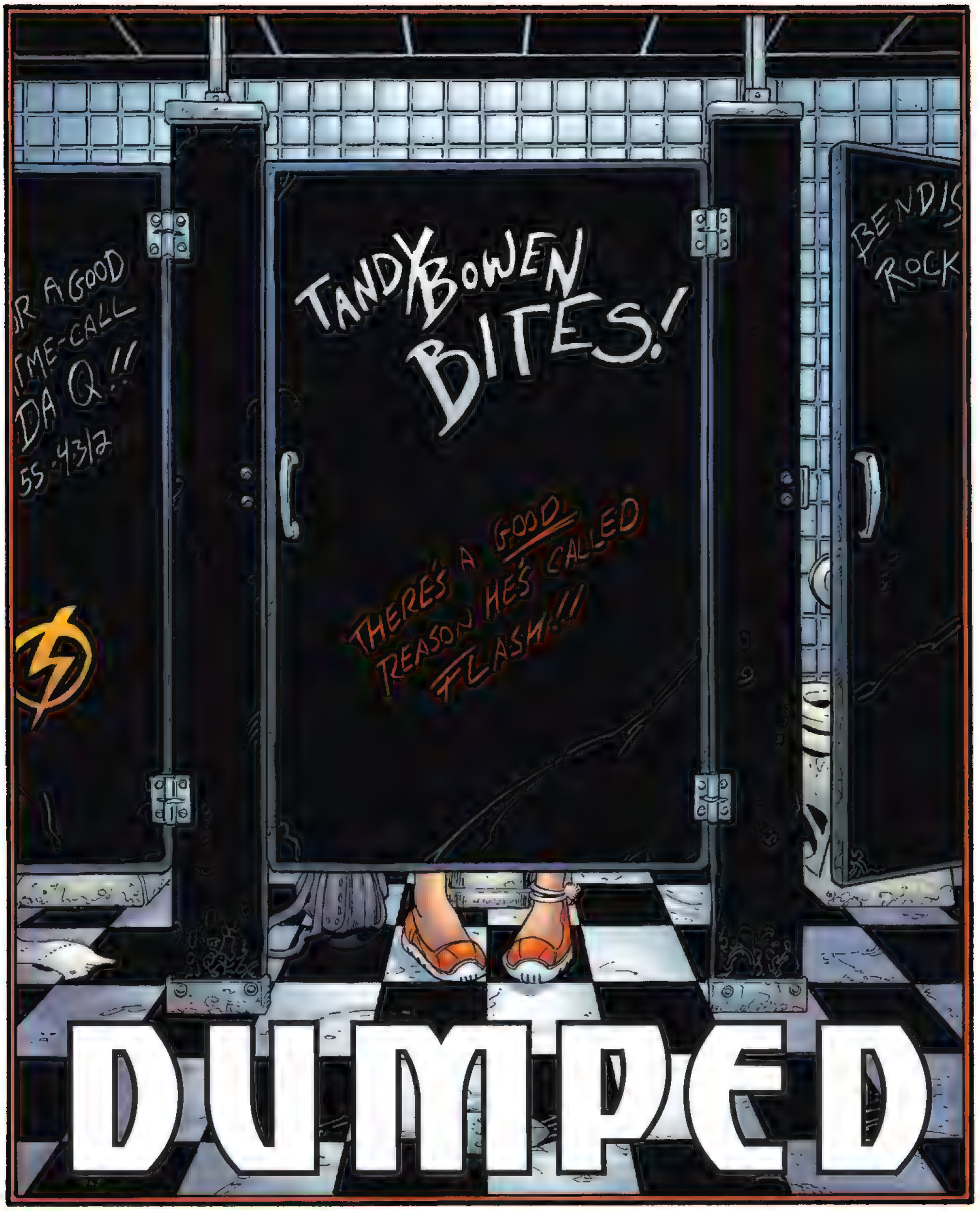






Oh, no...

ULTIMATE SPIDER-MAN #78
"DUMPED"


TANDY BOWEN BITES!
THERE'S A GOOD REASON HE'S CALLED FLASH!!!
BUMPED

TANDY BOWEN BITES!

GOOD CALLED

MJ? Yeah. It's Liz.

You okay? Yeah, why? You've been in there for two hours. Mr. De Palma was super mad. He gave you detention. Okay.

Okay what? Okay. Thanks for the update.

Are you sick? I'm okay. Are you, you know, having that special time only a woman can-- I'm *fine*, Lizzie.

Is this about breaking up with Peter Parker? Sniff... ...m'fine. MJ...

Sniff, oh *Gooaoadd!!* MJ?

Why?! *WHY?!! WHY?!! WHY?!!*

M'okay...

Sniff... M'okay...

You had to watch a DVD!

A DVD!!

Your homework was to watch a DVD and *still* you did not do it!!

I really want to know!

What is it going to *take* for you people to *do* your homework??

Because I am at my wit's end.

Is the invention of reality TV so astonishing that- Kenny!

Kenny, tell me what *you* did last night instead of your assigned homework?

Um...

Please, please regale us all with stories of your dazzling nightlife.

Oh, you think *this* is picking on you, young man? Wait until your parents get your midterm grade.

Well, what would you all like to discuss then?

This life of yours that is so *full* that doing homework comes a distant third.

Why are you picking on *me*?

We can't rightly discuss the ***assignment*** that no one did, so tell me...?

Excuse me, Mr. Parker, where are you going?

Bathroom.

You sit down right this--

Or what? You'll fail me? I could *teach* this class.

SLAM

AHAHAHA

Snap!

HAHAHAHAHAHAHAHAHAHAHA

You'll hang out with me today.

ER KING

Oh my God- I totally forgot to tell you--

What?

I'm totally in the doghouse at home.

Why?

PIZZA!

I totally took off for senior skip day.

You are so totally grounded and--

Why? Everybody skipped for senior skip day.

Yeah, they called in sick. I just didn't show up.

You didn't call in?

I didn't call in.

Well- duh.

I know.

Uh-huh.

Um, I'm gonna take off.

We just got here.

It's--

What is so special about Peter Parker?

I got homework to do...and I *work* here.

So sitting here when I don't have to is kinda hellish all on its own.

You said you'd hang out with us.

I know. I love you. I just--

Parker dumped *you?* That's, like, insane to me.

You're, like, an 8.4 and he's, like, a 4.8.

Hey! That's a compliment!

You're *almost* a nine!

And that's *with* you wearing glasses and dressing like you work on a farm.

If you worked it, you'd be a 9.3/9.4 *easy.*

I'm going to go.

I'm going too.

I'm talking on a scale of one to ten.

We get it.

Wait--

Wait...that's not what I came over to say.

There's *more?* Oh *yay!!!*

Flash, see the dirty looks we're giving you?

They, like, *mean* something.

Wait, wait, wait...

There's a guy- shh...there's a guy on the team, see him? Behind me.
With the hair and the guitar case.
That would be Mark Raxton.
Keep talking.
He's on the basketball team. Senior. He's got a band.
He's a good guy.
So he- he sorta said he *likes* you.
I mean, he likes what he sees. You know?
(Got a thing for redheads...)
He asked me to come over here...
That's okay.
No, he's not like me, he's--
A nice guy.
I'm not looking for--
Well, yeah, I mean, he's a good guy.
Seriously?? Because of Parker?
Flash!
He's a senior!
I swear!
Someone please explain to me...
What is so frickin' special about Peter Parker?
Flash, I just don't--
I'm sorry.
This was wrong.
So wrong!
Hey!
I was just doing what you--
As *soon* as he left our table, I *knew* it was a bad idea to let him come over like this.
It's okay, I just- I just want to go home and--
I was working the magic.
You go sit.
But--
Go, sit.
But--
Sit!
But--
Sit!
I blew it.
He heard me say- he wants to be my buddy or something and he heard me talking about you and he said he was friends with you- and- and I let him come over.
That was my shot with you and I blew it. I just wanted to come over here and apologize.
I'm sorry.
It's okay.

Can I buy you some French fries to make it up to you both? Please?
Waiter?
Thank you.
What kind of band?
A "not-as-good-as-our-singer-thinks-we-are" band.
Isn't that every band ever?
Everyone except the Ramones.
Cheers.
I just saw this documentary on them and it--
I had a- it was a religious experience.
Oh man, you don't do Ramones cover songs, do you?
No, that is so- punk bands that do cover songs are lame with a capital lame. It's the opposite of punk.
Exactly.
Covers is anti-punk.
(Is? Are?)
Exactly.
You want to tell the rest of my band? All they want to play is *"I Want Candy"* and *"God Saves the Queen."*
Well, our friend here just had a nasty breakup--
Liz!
Everyone ***knows*** about it. But it is not spoken of publicly.
Liz...
I'm talking to our new--
Stop.
Just trying to explain the storm cloud that forever hangs over this table.
Yeah, I met him.
Panker-Parker.
Parker, right?

Yeah, don't--

Listen, don't make fun of him.

Why would I? Why *would* I make fun of someone you like?

Sure, he's a great guy.

You know, for a guy.

For a guy?

You do know guys *suck* though, right?

Yes, I do.

I'm surprised *you* do.

I'm breaking the man code here, but yes, we know we suck.

We *do* suck and we *know* we suck.

Ahhah!! Oprah is *right!*

But, hey! Good news!

We all got together last week, us guys, and we had a meeting and we agreed to stop sucking sometime in the near or not too distant future.

Well, could you guys get moving on that, like, soon?

Yo! Ho!
B- ball! We gotta go!
I gotta go.
Um...
C'mon!!
We got practice!!
We have practice.
Today!
I'm going to throw him in traffic.
Hey, should I send Flash over here to awkwardly invite you guys to see my band play tomorrow night? Or should I do it myself?
I--
Yes.
You know where The Strand is?
No. I have homewo--
We'll find it.
Tomorrow night at eight.
Just a fun night out. You deserve it. You've earned it.
I gotta go.
I'm sorry about the whole thing before with Flash and--
Okay.
Punk rock cutie likes redheads.
PUNK ROCK CUTIE!!!
Oy.

YOU'RE MY MOLTEN MAAAAAAAAAAAAANN!!

THE USED

AND I'M MELTING ON YOUUUUUUUUUU!

YEEEAAARRGGHHHHHH!!

Catchy.

MOLTEN MMMMMAAAGGRRGGHH!!

STRAND
THE KILLERS
See?
Yes.
Life is happening.
Yes.
Right now.

Say: I'm glad I came.
I'm glad I came.
Say: I had a good time not sulking in my room.
I had a good time not sulking in my room.
Say: I promise not to--
We're done with the repeating things.
Why am I here?
Because we love you, Kenny.
And your car.
(I gotta get in a band.)
Hottie at three o' clock.
Hey!
Hey, you. I saw you in the crowd.
You did?
You were the only one not dancing.
I was trying not to get elbowed in the face.
I'm really glad you came.

Hey, can I give you a ride home?
Oh, I, uh--
Come on...
I--

I know you're in the middle of your boyfriend drama. I know.
It's all over your face. I just- as friends.
Friends do that. They give each other rides.

Go! We have a previous engagement.
Oh, NOW I know why I'm here.
Toodleicious!
I gotta get in a band.

I really meant it. You're really good.
Not yet.
Well I liked it.
And don't let the fact that I haven't left the house in two months and am just happy to be out take anything away from the compliment.
I will not.
So--
The thing is--
Do you know who Will Eisner was? Y'ever hear that name?
No.
He was, like, this famous comic-book artist.
In fact the guy- the guy *invented* the comic book. The graphic novel.
And what he did was- he took something, the writing and artwork, a comic strip...
And he made it into a- a book.
He put it together and he told a story with it.
No one thought to do it before him.
He was the first.
He- he created something that prior to his creating it- it didn't exist.
Do you know what I mean?
Yeah.
I want- in my music- I want to do that.
I want to be *that*.
I want to figure out something about music that no one else thought to do and--
What do *you* want to do?

Actually...
I was...
I was going to go into acting.
That's cool.
And then it occurred to me that I totally and completely hate every movie I have ever seen.
And I hate every TV show I have ever seen.
And that I can't think of an actor that I actually admire who's actually, like, still *alive* and stuff.
I can see that.
But I do admire teachers.
Really? Why?
Good teachers.
Teachers that care and stuff. We have, like, maybe *one* of those, right?
Maybe. On a good day.
The world needs teachers and I'm going to be one.
Oh.
And I, uh- I actually have never told anyone that.
Why did you tell *me*?

I- I guess we were having a moment.

Sorry.
Okay.
The legend of Peter Parker.
Yeah. I'm sorry.
How'd you guys break up?
He broke up with me.
But I- I think he might have been *right* to.
He needed *more* from me.
I didn't see it and he even told me- he *told* me fifty times.
But I- I didn't listen and--
I need to *grow up.*
Like right *now,* you know?
Like, right this very second I need to be more than I have been.
I need to stop making these mistakes I have already made once before.
I need to- in my head I can do it. I *know* I can.
But, in life, I just don't.

I need to *not* be one of those people who just go through life making the same mistakes *over and over.*

Everyone I see in the world...it's the same mistakes over and over.

Thing is- I love him.

I love him so much I can't even think of a way to properly express it to you. You know?

It's in my skin.

I can actually feel it in my skin.

And he hates me now and...I don't care.

His hating me did not affect my feelings for him *at all.*

I love him. I know it.

And you know what? I'm going to earn it back.

I am.

I am going to prove myself worthy of- of his friendship.

I am.

I am going to do it.

Man...

What's so special about this Peter Parker?

Everything.

ULTIMATE SPIDER-MAN #79
"WARRIORS PART 1"

ISANOVE

I Tivo'ed this last night.

What the hell is a Tivo?

Watch.

--Federal officials indicted six men Tuesday on federal racketeering charges, alleging that they were members of the Fisk crime family.

Walter Dini, of New York, was among those named in the indictment, along with Samuel Silke.

Both are described by Federal officials as senior Fisk associates.

Yahtzee!

Dini, known consigliore of Kingpin Wilson Fisk, was indicted at his home Tuesday morning, said the Assistant U.S. Attorney.

Dini is scheduled to appear before a U.S. District Judge later this week.

Dini's attorney, Alex Lannin, told gathered reporters that his client is a victim of circumstance.

This is an attack on my client because of his **association** with Wilson Fisk.

My client has done **nothing** wrong.

We have continually asked for proof of these trumped-up charges and received **nothing** of substance.

The federal government has waged war on the Fisk empire and this latest move is desperate and pathetic.

My client is eager to prove his innocence.

So you're saying your client **is** innocent?

The only thing Walter Dini is guilty of is being too successful in life...and his loyal association to Wilson Fisk.

Who, by the way, is a generous philanthropist to the people of this city.

It seems you can't be too **successful** in this world without putting a **target** on your head...

...and what kind of message is that to the **children**?

Representatives for Wilson Fisk could not be reached for comment.

So, huh?

What does that have to do with me, Silvermane?

Us.

"What does it have to do... with **us**?"

Wilson Fisk has a kink in his chain-link fence.
Finally.
Yes.
Exactly.
It's all coming back to bite him in that *incredibly* fat tuchas of his.
So, my *thinking* is, with you back in town. The *timing* of it all...
Maybe it's time for you and me to, finally, you know, do this right?
You want to work *together*.
It was going to happen eventually.
Really?
Hey, I muscled you, you muscled me.
You owe me money. I took a shot at you. $%#@ it.
It's all back *there*. And here we are...*here*.
In fact, the fact that we both made it this far is *more* than enough reason to pat ourselves on the back.
Kid, I won't lie to you, even when me and you were going at it hard and heavy...I was *always* impressed.
Ask anyone. I always said it. You really knew how to work your crew.
What you *needed* was- and I say this in all due respect- you needed what I have up here.
A little bit more of this and *you* could'a been Kingpin.
See what I'm saying?
Kingpin's takin' a dive, or better yet, he's laying low while the heat's on.
Either way, it's huntin' season.
So, huh?
Me and you.
Finally.
What do you think?
I like a lot of what you said.
A lot of it.
Except the one part.
Okay...

SNAP!

I think I've got enough up here already.

You had to watch a DVD!

A DVD!!

Your homework was to watch a DVD and *still* you did not do it!!

Shut up, idiot.

Teaching tenth grade on a sixth-grade level.

I'm bored out of my mind.

And now I have to *sit* here for the rest of my life. Here!!

Next to my now *ex*-girlfriend...

And *we* can pretend like we don't see each other.

I should change my seat.

I thought she'd change *her* seat. So I didn't.

(I can't believe I broke up with her.)

But what else was I supposed to do?

She was going to get killed because she's Spider-Man's girlfriend and, frankly, she's too stupid to stay out of trouble when I tell her to.

Maybe I- maybe I should *talk* to her about this.

Maybe in a couple of months she'll figure out how to be *smarter* about being with me and I won't have to- *no.*

No!! No.

She almost got killed six times out of the last twelve big Spider-Man adventures.

There is no *way* I am putting her in danger because I don't have anything to do on Friday nights.

No.

No. Leave her alone.

Just let her be happy.

I want her to be happy. And I want her to- I wish I could just lean over and tell her- I want her to be happy.

And alive.

Preferably more *alive* than happy.

So I break up with her, which had to be done, but now I have to sit next to her for- what year is it?

What am I? A sophomore. Tenth grade?

Almost done with tenth grade?

Well, that means I only have a couple of *years* left to sit and feel her not look at me as I don't look at her.

But of course, she'll probably end up dating someone new by next week!

Knowing *her*, someone stupid like Flash Thompson.

You know, to *show* me.

And then I have to pretend I'm not looking at them making out in the lunchroom.

Oh, that'll be a treat.

So she'll be making out with Flash Thompson and I'll be *not* making out with anyone ever again because I *can't have a girlfriend because I'm Spider-Man and with great power must come not making out with my girlfriend, ever again!!!*

Oh, enough of this.

Excuse me, Mr. Parker, where are you going?

Bathroom.

You sit down right this--

Or what? You'll fail me? I could *teach* this class.

BOWEN FOR RESIDENT

SLAM

HAHAHAHAHAHAHAHAHAHAHAHAH

Snap!

"Spider-Man no more."

Why was I all, like, "*Spider-Man* no more?"

Spider-Man's not the problem.

When I'm Spider-Man, everything's fine.

I'm free. I'm proactive. You know...doing stuff.

Helping people.

It's *Peter Parker* that's the problem.

How about...

"Peter Parker no more."

What?

Sorry, Mr. Fisk...

Silvermane is dead. His nurse found him.

Murdered. Head smushed to nothing.

I want to see the coroner report, Mr. Dini.

The information is good. He's dead.

I want to see the coroner report.

Okay.
Sorry.
Did they match the fingerprints to anyone?
No.
No one saw anyone go in or out of Silvermane's high-rise apartment in the middle of New York City?
No one heard anything? No one came running?
No.
And no one's taking credit for it on the street?
There's a way to see this as a positive thing.
With you having to- with you having to lay low, Silvermane was the first one in line to take a swipe at your territory.
Now he's not.
Get me Elektra.

Oh no. No.
Sir, I- no.
I can't let you do that.
The spotlight is too bright. You can't. Not now.
You know I'm right.
I know you know I'm right.
They've been waiting for this.
You *have* to stay above water *until* the federal prosecutor blows his case. It's the *only* way.
Even the slightest- even the slightest hint that you're not...
Get me Elektra.
They need to know--
Know what?
To be afraid of me.

What is this?
Tivos.
It's empty.
It's the case.
BEST BUY
What?
It's the case of the Tivo. You gotta put the Tivo *in* it.
What am I gonna do with a truck full of Tivo cases?
I was thinkin' we get a truck full of Tivo guts and put 'em together and--
TiVo
TiVo
Where'm I gonna get- get the $%#@ out of here with this!
No, I mean, we get the Tivo and put them in and we sell--
Get the- what am I? Radio Shack?
Times are tough.
Holy...!!
Guys trying to make a living.
Fisk cut you guys off at the knees.
I get it.
Believe me, I get it.

Everything's going up...nothin's coming back down.
Hardly seems fair to you guys.
Jeez, Hammer.
Hey, Reggie.
I thought you were dead.
I was. It sucked. I came back.
The hell are you guys doing?
He knows me. You can *too*, brother.
You need leadership. You need to--
Still buying and selling for Fisk? It's *over* for him. It's over.
You *know* this guy?
You better get the $%#@ outta my warehouse, ya mutant freak!!
I ain't having this!!
Put the gun down and offer me a drink.
%&$# YOU!!!
BAM

TIVO
TIVO
Damn, that hurts!!

AAAGGGHHH!!

Enforcers, I know you're new to my employ...

...but when someone shoots me, shoot *them!*

BAM BAM BAM

Sorry, boss. Done and done.

The rest of you...

Stay or go.

If you stay, you're with me. I'll take care of you and I'll keep your families fed.

If you go, leave town and never come back.

BEST BUY

Agh! Damn it!!
Now I got a headache like you wouldn't believe.
Yeah, that'll do it.
Reggie, you coming with?
Uh...
Meet my crew. Used to be Kingpin's. Now they're with me.
Fancy Dan Crenshaw, Montana Stern, Ox...
Yeah, I know 'em.
Good. Get the cash box and let's go.
The hell is a Tivo?
It's pretty cool actually. It--
I don't care. Gimme.
What?
Gun.
Oh, uh...
I don't really let anyone touch my--
We're going to have a problem *this* early on in our relationship?
Uh...
Dan... just...
Here.
Can we, y'know, get *out* of here?
Anything else worth having in here?
Ten gross of ceramic piggy banks and a bunch of that crappy RC Cola.
That would be no, then?
Yeah.
Nickel-and-dime #$%@...
BAM

PSSSSSSSSSS

PING

BAM

SSSSHHHHSSSHH

PING

BAM

POP

BAM BAM

FPUMP FPUMP

FABOOM

Whoah...

Yikes!

Hello? Is anyone trapped in there??

Hello??

Hey!

Oyoyoy!

(It's my fault for coming here.)

Hello!!??

I saw you!

So, you know, come on out and get your super-hero butt-whoopin'!

Spider-sense is buzzing.

What now?

Come on... come on...

It would be so nice if my spider-sense could point towards where the trouble is, but--

FTUNK

ARGH!

CRACK

KEDS

AGH!

WHAM

Now tell me what you've done here!!

Or the last thing you'll feel on this earth is the Moon Knight cutting your throat out.

ULTIMATE SPIDER-MAN #80
"WARRIORS PART 2"

Next.

Daniel Rand?

Danny.

You've served four months of the six-month sentence. Your behavior reports are exceptional.

Can we assume you have learned the error of your ways?

Yes, ma'am.

You are in here for attacking a man with your- it says here- is this right?

Iron fist.

Yes, ma'am.

Is that some sort of slang?

No, ma'am.

RYKERS

I- I am a martial artist.

I have been trained to focus my chi- my life energies into a focal point on my body.

I use my- I *used* to use my fist.

It's- what it is called... translates in English to an *"iron fist."*

So you have powers?

RYKER'S

I have abilities. Anyone can do it.

(With the training.)

But you wouldn't do that again- use your powers on another?

No, ma'am.

I certainly would not.

New York Harbor.

You *hear* me?!!

SMACK

KRAKK

WHACK

You people are *destroying* this city!! And it stops now!!

I just *got* here!

I didn't *do* any of this!

I read the papers! Everywhere there's trouble, there *you* are!!

There's trouble here, and here you ARGH!!!

Shush! I had self-righteous for lunch!

ARGH!

Wow, woof!

I can't believe that worked...

I saw it in a Jackie Chan movie.

FIZZ

FIZZ

FIZZ

Jackie Chan is my new*whatcha!!*

CHUNK

CHUNK

CHUNK

HAGH!

Whoah!

Man, Moonbeam, you are fast!!!

Because I'm *really* fast and you are faster than *my* fast.

Almost.

But really, I gotta ask, what were you *thinking*??

FRUMP

You wore *white* to a super-hero fight?

I mean *look* at you! You're *filthy!!*

White to a *super-hero* fight??

Even *I* know that's insane, and I'm suffering from deep emotional problems stemming from my chaotic dual life!

It's me.

I'm here.

Moon Knight.

Ever hear of a guy called Moon Knight?

He's here.

Yes.

Am I sharing too much?

No, I don't think he started the fire.

No, I have not engaged him.

He's previously engaged.

He's fighting someone in a Spider-Man costume.

I think it *is* Spider-Man.

It *seems* like him.

THWISH

THWISH

THWISH

Hey, you make these moon things yourself or do you order them special?

Those are mine.

Until you threw them at me.

Now they're mine.

How old are you?

It certainly does ***seem*** like Spider-Man.

He's jumping around and he won't stop talking.

It's those head-to-toe costumes. It makes it hard to accurately report to you if it is ***actually*** him.

Best guess? Yes.

You finding anything on this Moon Knight yet? No.

I'm not going to engage this.

They're taking care of themselves.

The authorities are almost here.

Cool, now the police are here to shoot at me.

WEEEOOOWWWWWEEEOOOOWWWWEEEO

Oh, hey, you know what, Moonbeam?

It just occurred to me...

...that I can, like...

...leave.

Yiyy!

Hey, guys!

FUMP

FOREMERGENCY 911

DAILY BUGLE

MOONMAN COMETH

SILVERM
DEAD

Allan Silverman

Cometh?
Eugene O'Neill. *The Iceman Cometh.*
Robbie, I asked for ***Moonman Terrorizes Big Apple.***
He didn't terrorize anyone, Jonah. He--
I asked for--
I know whose warehouse it was.
Give it.
Techster Incorporated- a division of Rolco which is a subsidiary of Sandler Electronics which is... drumroll...
Give it!
A division...
...of Fisk Enterprises.
Boom!
Yahtzee!!
Yahtzee?
DAILY GLOBE MOONMAN COMETH
I was trying it out.
Don't.
So, Moonman burnt down a Fisk warehouse. Silvermane shot ***dead*** in his own house.
This world is a hoot.
You can say hoot but I can't say Yahtzee?
My paper.
Where's the article to go with your world-exclusive headline?
Fisk ***burns!!***
On it.
Parker, don't just stand there standing there.
Uh- Evening edition.
06 17 05
"Moonman."
Moon Knight.
What?
I--
I heard the kids at school say his name was- was Moon Knight?
Moon Knight.
No. Moonman is funnier.
Go away.

Woof!

Way to not be too obvious with your secret identity.

At least this Moon Knight is taking the hit for the fire.

Which clearly *isn't* true- oh, I don't know if it's true or not, what do I know??!! All of a sudden I know everything. But, hey, at least it isn't me taking the rap *this* time.

What was that guy's problem? Hate getting into idiot fights with idiots like that.

Some jerk all hopped up on something or something.

Just throwing stuff at me and screaming and yelling.

BLEE BLEE

Just what the world needs, another guy in a costume with issues--

Bugle.com web design. Peter P--

Did you *not* go to school today?

Uh, hi, Aunt May.

Don't you "hi" me.

Did you skip school today?

No.

No?

Yes.

You did?!

I didn't mean to.

Where were you?

I was... reading.

Reading what?

A book?

Where?

At the library?

You were at the library reading a book again instead of going to class? All day?

I got some lunch.

Why?

I didn't feel like going.

Peter, you have to go to school. We *talked* about this. They *called* me.

Tsk.

Is this about breaking up with MJ?

Kind of.

We'll talk about this when I get home from my wine class.

I- I'm sorry.

Stop running away from your life.

Just like your father.

Hi. This is Ben Urich from the *Daily Bugle*. Mr. Fisk, please.

Doo doodoodoo doodoo doodoo

Well, I'm currently writing a story for tomorrow's headline. And I wanted to know if Mister Fisk had any comment on the warehouse fire at the pier.

Because the warehouse belonged to him.

I wanted to- Yes, it actually *did* belong to--

I wanted to know if this fire had anything to do with the ongoing federal investi- Yes, I'll be right here.

Doo doodoodoo doodoo doodoo

Yes, I'm still here. So, no comment then?

Um...

Well, that *is* a comment, sir. Not a *nice* one but we will print it.

Would you like to retract- Okay.

Well, then: $%^& #@$%% #@$% it is.

Wilson Fisk.

Aaarrrgghh!!

The Kingpin.

Ugh!! If this herb would just topple in my lifetime...

Is that asking too much?

I don't ask for much in this world.

Just go to *jail* already!!

This murdering, thieving scum gets to do whatever he wants because he's Mister Money...

...and I can't even take a day off of school without the hammer coming down.

I've come *so* close.

I would *love* to be part of his downfall. Love, love, *love it.*

I had him dead to rights that one time, video-tape evidence and everything.

I would love to giftwrap some hard evidence and hand it to whoever I have to hand it to and watch this fat f--

CLICK CLACK

Mister Fisk would like to speak to you.

You promise you won't try to kill me?

Not until Mister Fisk tells me to.

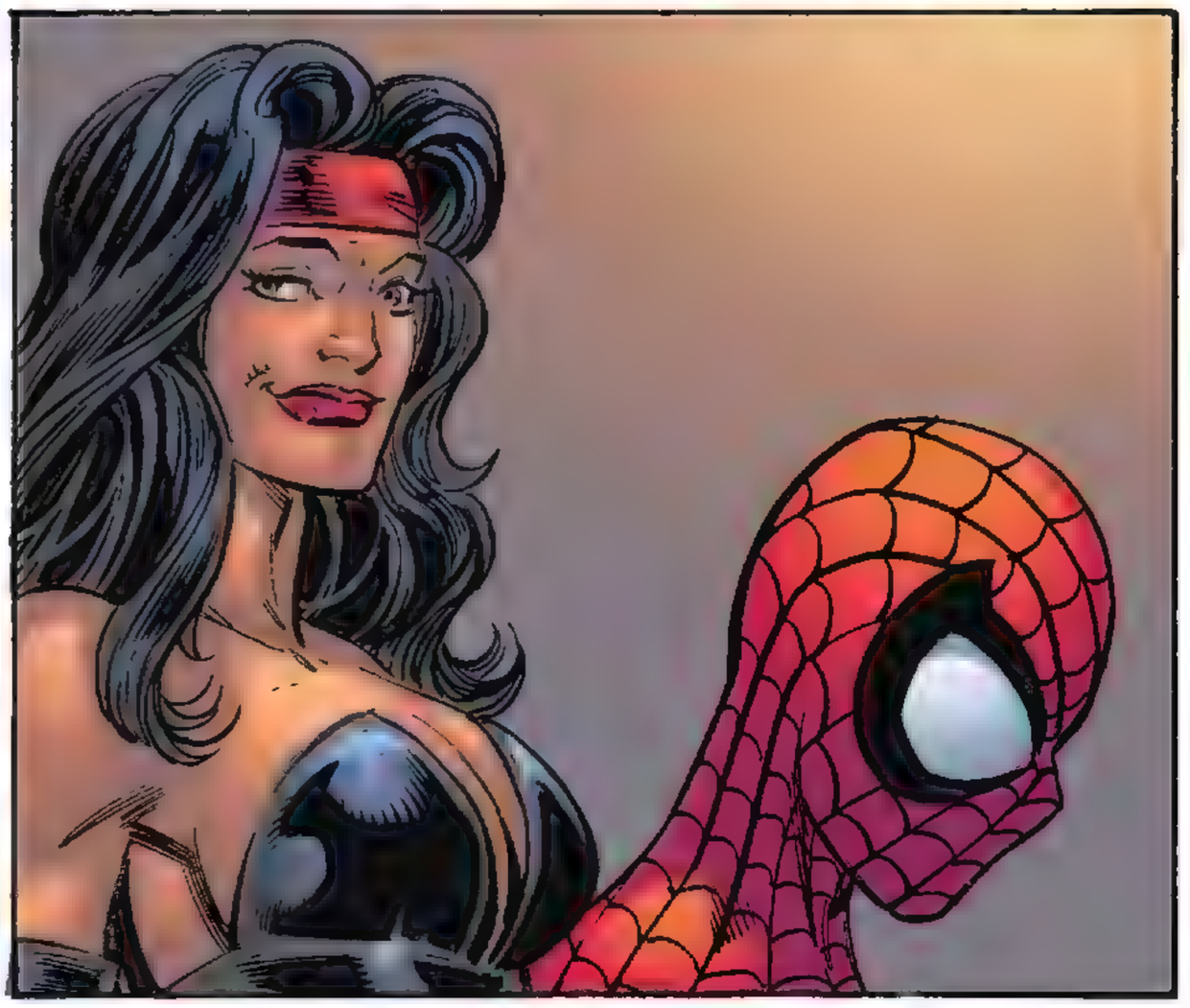
How- how do I know he didn't tell you to already?

You'd already be dead.

And my spider-sense would be blaring.

What was your name again?
Stop staring at them.

What? No.
What? I was--



I was just going to have a bite.

Have some pizza with me. Let's talk like men.

How did you know I was coming? I didn't even know I was coming.

Oh, I didn't.

I have cameras on the roof. Got them just because of you.

I told my men to tell me if you ever stopped by again.

I've been looking forward to the opportunity to talk to you in a less hostile environment.

Sit. Eat.

Ha!

I own the parlor.

I bought it after I tasted a slice actually.

It's the best in New York.

I know a lot of people claim that, but...

What do you want to *talk* about?

Many things. I have many questions. Many topics.

I *am* an enigma.

So...

Why do you think they hate you?

Who? You?

DAILY BUGLE

SPIDER-MA MENAC

FISK BAILS OUT LIBRAR

sequat, vel illum at vero eros et ni blandit praesent bre te feugait nulla met, consectetuer y nibh euismod uam erat volutpat.

in hendrerit in quat, vel illum t vero eros et blandit praesent te feugait nulla t, consectetuer nibh euismod erat volutpat. exerci ex ea

FISK BAILS OUT LIBRARY

Duis autem vel e vulputate velit ess dolore eu feugiat accumsan et iust praesent luptatum z feugait nulla facilis consectetuer adipis nibh euismod tinci aliquam erat volut veniam, quis nostr suscipit lobortis nis consequat.

People.

The people who you risk your life for everyday.

Why do you they think they *hate* you?

The costume?

They--

Oh wait, I know why.

It's because I run a criminal empire and cloak it in charity work and quote unquote legitimate businesses and try to sell myself as something I'm not.

No wait, that's you.

They, society, *hate* you because they don't *want* your help.

You remind them of how weak-willed and *sheep*-like and *un*special they are.

How gleeful they are, deep down, to be ordinary.

They don't want heroes. They don't want special people around them.

Because if there *are* special people and *they* aren't one of them- well who wants that?

Who wants a constant reminder that they *aren't* even trying to be special?

Hmmm. Thing is. If that's true or not...

(And I think it's simplistic and stuff...)

But if it *is* true...

I--

I guess I don't care.

That's sweet.

See, the difference between you and I is that you really are just a child.

You benefit from the wide-eyed optimism of youth. I do envy you that, somewhat.

But...like *many* of your decisions in life...it's just naïve.

And I *don't* envy that harsh cold slap of *reality* that will come your way soon enough.

But I guess it's inevitable.

Oh man, here it comes.

What's that?

You're about to tell me you have this- this amazing philosophy to justify your horrible life.

People *don't* want to be special. I *do* think that.

It *is* my philosophy.

They- people want to be told what to do and how to live and they want men like *me* to tell them.

They want to go to work and do as little as they can possibly get away with, and they want a big cookie at the end of the day for doing it.

And they want men like me to give it to them.

What do you want from me, Willie?

And if it wasn't me it *would* be someone else.

Here.

This is a man the streets call Hammerhead.

Yeah?

Why do they call him that?

There really is no off switch on your obnoxious machine, is there?

There is.

(The knob's broken.)

For the foreseeable future...I am laying low.

The federal prosecutors have targeted me this year and I'm forced to go legit for the foreseeable future.

Awww...

Wow, it's too bad the feds didn't want you when I got that videotape of you murdering that guy with your bare hands.

This man, this is the man who killed Silvio Manfredi two nights ago. This is the man who blew up my warehouse last night.

So says ***you.***

He is making a play for my territories. Looking to take a bite for himself.

And he has severe anti-social behavior tendencies even for the circles I run in.

So...

You trying to fix me up on a date with him?

This man is going to, for the sake of building his reputation, kill and steal from any and all who will get in his way for as long as it takes to build himself up to what ***he*** thinks he deserves.

All of this he will be doing while I do nothing.

So ***you*** can swing around my tower all you want, but ***this*** is the man you need to focus your attention on.

This is the man who will be hurting the sheep you have sworn to protect.

This man is who you need to be focusing your extracurricular costumed activities on.

Oh really.

He is ***worse*** than me because he has nothing to ***lose*** and everything to ***gain.***

He is an immediate and unapologetic threat.

On the back there- this is where he can be found. This is where he is sleeping at night.

You want me to take ***care*** of him for you?

Not for me.

For you.

What?!!

This is what you do.

Fight the fights worth fighting for people who can't fight for themselves.

Here is someone *you* need to fight... and soon.

I am *not helping* you.

Hmmm...

It is a conundrum for you that this will be both things.

Says *you!*

The man *murdered* last night.

Men- men with families- burned to death last night, right in front of you.

And many more will suffer if *you* don't stop him.

The fact that stopping him helps me should be beside the point.

You're the *"hero."*

You're supposed to be *above* such petty things.

FALCO'S

I am not helping you!!

Go see for yourself.

Go see...

ULTIMATE SPIDER-MAN #81

"WARRIORS PART 3"

Tandy Bowen for school president.
Yummy!!
I do like that Speedball.
Shut up!!
Do you smell that?
Ew, don't step on that.
Who cuts your hair?
Oh my!
I transferred from PS#35.
Let's see a show.
What's that smell?
Turn up the music!
Whoa, baby!
Where's the party again?
So do you go to school around here?
Puh-lease.
No way!!
Just ask him. I just need you to ask him--
Where are the chips?
How could you say that!?
Uncomfortable conversations with boys--
Got you!
You never throw me the ball.
You're scared of my natural abilities as an athlete.
I'm open!
On your mark, get set, go!!
Okay, last one to the car is a girl!
Throw it to me.
I'm open.
I want to be an X-Man.
Who are you? Oprah?
You know what guys like nowadays?
I know what you need me to ask.
I'm out.
It's not for you, it's for me.
You gotta let me play, it's my ball.
No I got you first!
I wuv you.
I wuv you too.
But lately she really had been getting her life together.
Would you love me if I was actually a super villain with a giant robotic scorpion tail?
And that's okay. I mean, you know?
Do you think I look fat in these shorts?
Do you want to go to the movies later?
There's nothing to do in this city.
Woah, did you see that?
No, it looks like a pirate ship.
I wuv you so much I want to strangle you in your sleep.
I want to eat your feet.
Seems like a nice guy.
Really making a go at it.
So, where is the party?
Unghh, I think I sat in gum.
I'm hungry, let's get a hot dog.
Well, I'd be lying if I said we got along all that well.
Man, they really cleaned this place up.
You know my sister.
I was just stopping by to get my mail and he got all in my face.
Do you think if I flap my arms fast enough I'll be able to fly?
This is boring, let's go play video games.
Comic books? You're a freak!
I wuv you.
How could you say that!?
You so would not.
I would so do it for you.
Where'd you get those shoes?
Damn, my battery's dead!
You'll never guess what Danny just text messaged me...
Find out if she likes me.
Could you be any more lame?
What's your problem?
You have your Chem notes?
You have a special quality.
Did you catch the PK & J show?
How much longer?
Leeeroy, Dragons!
He so didn't say that!
I always wanted to be a DJ.
You're a shmoopie!
No, you're a shmoopie.
No, you're a shmoopie.
How many times is this gonna happen?
What's podcasting?
My hair just won't stay.
You try talking to him.
The Mets are just horrible!
I have to do a report on President Kennedy.
Ted Kennedy was President?
I can't believe he asked me out!
No way am I going there!
I am such a spaz.
I like the library- it's the only place I can get a nap.
Look what Buddy wrote.
Screw this.

I'm not crazy!!! I'm not craaaaazzzyy!!

Captain De Wolfe, here's your coffee.

Thank you, officer.

Any word on the Moon Knight thing?

I don't even think there *is* a Moon Knight thing.

What does that mean?

Not every guy in a costume is a guy in a costume.

And what does *that* mean?

Could just be some guy with nothing to do after work. How many Daredevils have popped up this summer? Three?

Guy tussled with Spider-Man.

We don't know how *well* he tussled with him. You could tussle with Spider-Man- it would last about five--

Oh my God...

AAAIIEE!!

BAM

SPASH

You okay?

Uh, what the heck was that?

I'm so sorry.

Aw, then now I feel better about the bullet whizzing by my head!

That detective had a traumatic incident with this mutant called Wolverine once and--

I've had one of those.

Please don't let that incident tarnish your feelings about the New York Police Department and its--

Are you reading from a card?

Are you okay? What are you doing here?

I came to talk to you.

Why didn't you call? I gave you my card.

I don't have pockets.

Why not?

What?

Why don't you have pockets? Who doesn't have pockets?

Listen, I need your advice on something.

Listen! Yesterday I was having pizza with the Kingpin and--

Not about pockets?

Ha!

And...?

I'm, uh, not joking.

Oh.

You actually had pizza with him? How did that come to be?

That would be a great setup for a joke though, no...

He actually invited me in.

Okay.

And, well, he, uh, he gave me the address to where he said this guy called Hammerhead lives.

Really?

Yeah, he said that this Hammerhead dude killed this other old Mafia dude the other--
Hammerhead killed Silvermane?
He said- yeah. That's what he said.
Huh.
And supposedly Hammerhead blew up that warehouse.
And that Hammerhead's, like, on this whole, like, crime spree because the Kingpin's laying low now.
Hammerhead.
Do you even know who that is?
Yeah. Yeah, I do.
Might be a mutant. Rumor was he died, though.
But hey, wouldn't be the first mutant I ever heard of that was dead...then not.
Why would the Kingpin tell you this?
He said he wanted me--
To take care of it for him.
Yep.
He told you this?
Yep.
He *told* you this?
Yep.
Did he give you money?
No!
Did he?
No! I would never take his money. What??
Just his pizza.
I-would-never-take-his-money!!
Never!!
I want to put him in jail.
And he- he had the *nerve* to ask me to do his dirty work and I ain't doin' it.
And he gave you Hammerhead.
Yeah.
So I thought... I should just tell you and let *you* take care of him.
What?
I'm thinking.
I can't tell you, legally, I can't tell you that I think the Kingpin's right.
That you should go take care of this- this Hammerhead.
But... he is.
And you should.
What?

I don't think... the system is going to work here the way we would hope it would.

Hammerhead would have to be caught red-handed, and even then, it's an obstacle course of politics and legalities...

So you're saying...?

People need this guy gone.

I can't believe this.

You're the one wearing a costume and a mask so you can go around and beat the crap out of criminals.

Why *not* this one?

(Hypothetically...)

Yeah, but, you're- you're- you're- the police.

Yeah.

But why is the fact that Kingpin is the one that pointed out Hammerhead to you any different than if you would have found this out yourself?

Bad guy's a bad guy.

Jeez.

GLEE GLEE

De Wolfe.

What? Where? Okay.

What are you doing now?

What?

There's a disturbance in Chinatown.

If you were to go over there and take care of it, you'll get there before the police.

In theory.

What kind of disturbance?

Seven minutes ago:

FRESH VEGETABLES

Shang-Chi.

Danny Rand, the Iron Fist.

Did you hear about Master Kee while you were in prison?
Yes.
Who's running the school now?
It's closed.
That's terrible.
I was shocked to hear you were back in New York.
I thought you'd left.
These people need me here.
They need someone to protect them.
The police do nothing.
Three!! Three youth gangs in one little Chinatown.
Three gangs and they're all fighting for pennies.
For *pennies!!* Literally.
They kill. They steal. They rape.
Their own people.
So, nothing's changed.
It will.
Because *I* will fight them.
Until they learn not to come here.
Okay, okay...
I'm sorry. It's been- it's been tense...
Well, they haven't learned yet.

Which one?
That one.
TITANS
That's it? Him?
That's why you're not making your payments to the Kingpin?
He- yes.
Well, now you'll have no excuse when making your payments to me.
Do you have a gun?
No.
You should get one.
BAM
There you go. Now no more problem.
Now you have no excuse to not--

JSI BAR

CRASH!

FOOM

Fifty grand to the guy who cuts off his head!!

Is your iron fist still working?

Hate to use it on kids.

Your choice.

AGH!

SMACK

WHACK

THRAKK

AGH!

FWAP

SNIK

WHAMM

KRAKK

THOOM

AGH!

THWUDD

GOT 'IM!

I got him!

We'll split the money, just do it!!

Do it!!

HYAARRGHH!!

UGH!

BAM

ARGH!

FDUMP

FAK

ARGH!

FAK

WHAM!

RRAAAGH!

WHACK!

Gah!!
Get off me!
UGH!
AARRGG!!
YEAAAGGHAAAH!
OOF!
FUMP
SMACK
HA!!
Get this- AAH!
Damn it!
PSHTUCK
HYU!
CRAACK
HLIAK!
THOOM
AAGGH
KRAKK

Jeez! If you didn't like the service, just don't leave a--

KTANG

OOWW!!

Oh my God!

Oh crap! Ow! I broke my hand!!

I think I actually broke my hand!!

AGH!!

AH! Can't see!

Now *this* kill is going to make me!

ARG!

Hey, hey, hey!

You hurt one hair on my boyfriend's head...

...and me and you are going to have words.

Oh no...

Hi, sweety!

Miss me?

REDLION

TING FONG RESTURANT

DRAGON

ULTIMATE SPIDER-MAN #82
"WARRIORS PART 4"

Liz Allen?
Yeah.
Midtown High
Flash Thompson?
Yo!
Kenny McFarlane.
That would be me.
Mary Jane Watson.
Yeah yeah...
Peter Parker?
Peter Parker?
Peter Parker?
Peter Parker?
Peter Parker?
Has anyone seen Peter Parker?

Chinatown

Skank! Back off!

I'm conducting business!

Gasp.

Do you think I look skanky in this outfit?

It's not a negative.

THWAP

BAM

ARGH!

RrrrMy hand!!!

You shot a bullet into my web.

Or did I shoot a web into your bullet?

(I always get those two confused.)

Too bad they don't call you Hammer-*hands.*

(That joke sucked, sorry.)

You okay?

I'll deal with you in a minute.

Go straight to--

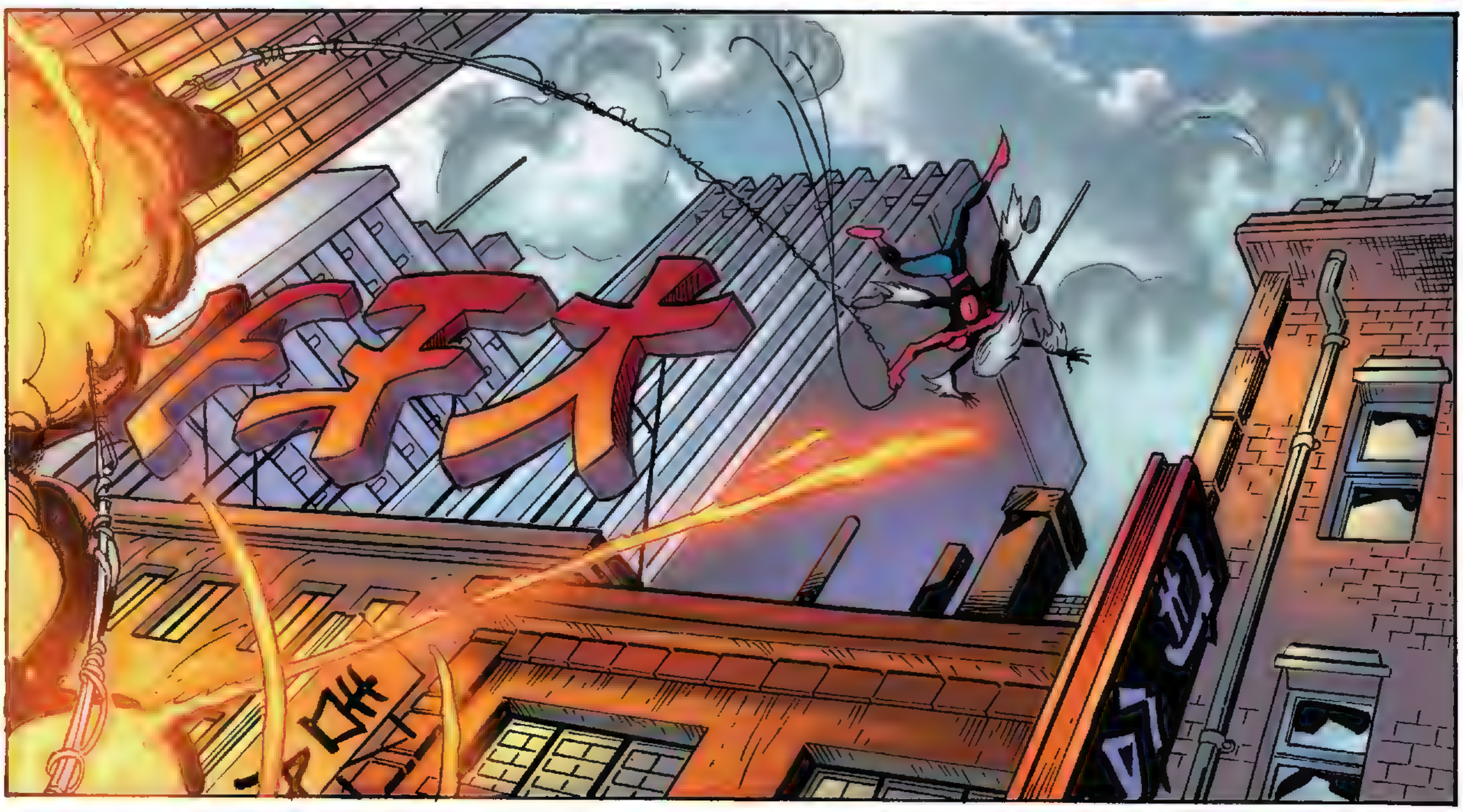
PING

AGH!

Oh, come on!!

Everybody down!

GRENADE!!


SFX

Oof!

Hi.

(Thank God this never happened with Doctor Octopus.)

Miss me?

I thought you were *dead*, Felicia.

Yeah.

Me and you are going to have a talk.

That's not all we're going to do.

Uh, but first we have to help anyone who needs help.

That big-headed shmendrick tosses a grenade right out in the--

405

There!!

HIM!!!

SPING

SPONG

ZING

SPAK

Gah!

Jeez!

BRRR BRRR BRRR

Whoah whoah whoah!!!

Jeez!

Time to go bye-bye. Come on...

I've been shot at now three times in fifteen minutes.

And there ***was*** that grenade in your face.

Cease fire!

Back off, lady.

Captain De Wolfe! And if I have to say it again I'm going to--

Oh my God!

Yeah!

Sorry, Captain, we were trying to subdue Spider-Man. He was--

Why?

Did Spider-Man do this? Did he blow up the street?

Why?

Um--

"Um" yes or "um" no?

That guy said--

I asked *you* a question?

That guy pointed to Spider-Man and--

So you just started *firing* at him?

Hey you, did you see what happened here?

Yes, yes, it was awful.

Who threw the grenade?

It was this guy with a big head.

Was he wearing a Spider-Man costume?

Um--

The guy with the big head who blew up your neighborhood, was he wearing a *Spider-Man costume?*

No, he just had a- a big head.

Was Spider-Man trying to subdue the guy with the big head?

Yes.

So he was trying to *stop* the bad guy and you told my officers what?

Uh--

Get out of my sight before I decide to look in your storeroom and employment records.

I want witness reports!

I want EMS!

I want all these idiot kids with gang colors laying all over the floor in cuffs!!!

I want those people over there cuffed and questioned and I want this big Hammerhead found!!

NOW!!!

NEW YORK FIRE

MOON PIE

MOON-PIE

VEHICLE OPERATOR'S LICENSE
EXPIRES:
10/01/2007
GRANT STEVEN
LICENSE NUMBER:
1110003
TAXICAB
STEVEN GRANT

NYPD PRISONER TRANSPORT

5040

NYPD

NYC TAXI

TAXI FARE
2.50 FIRST MILE

MOON PIE

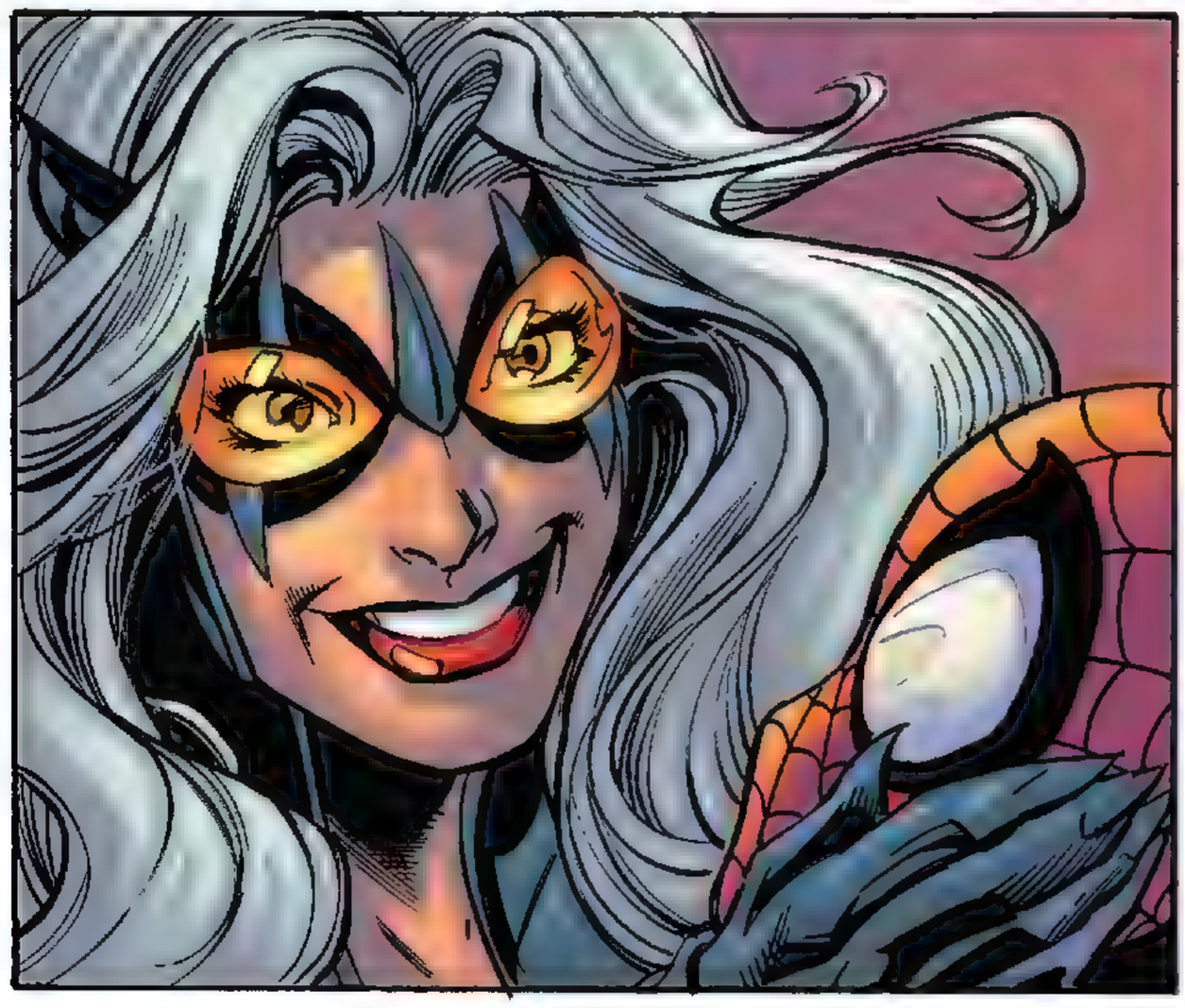
I wasn't doin' nothin'!!

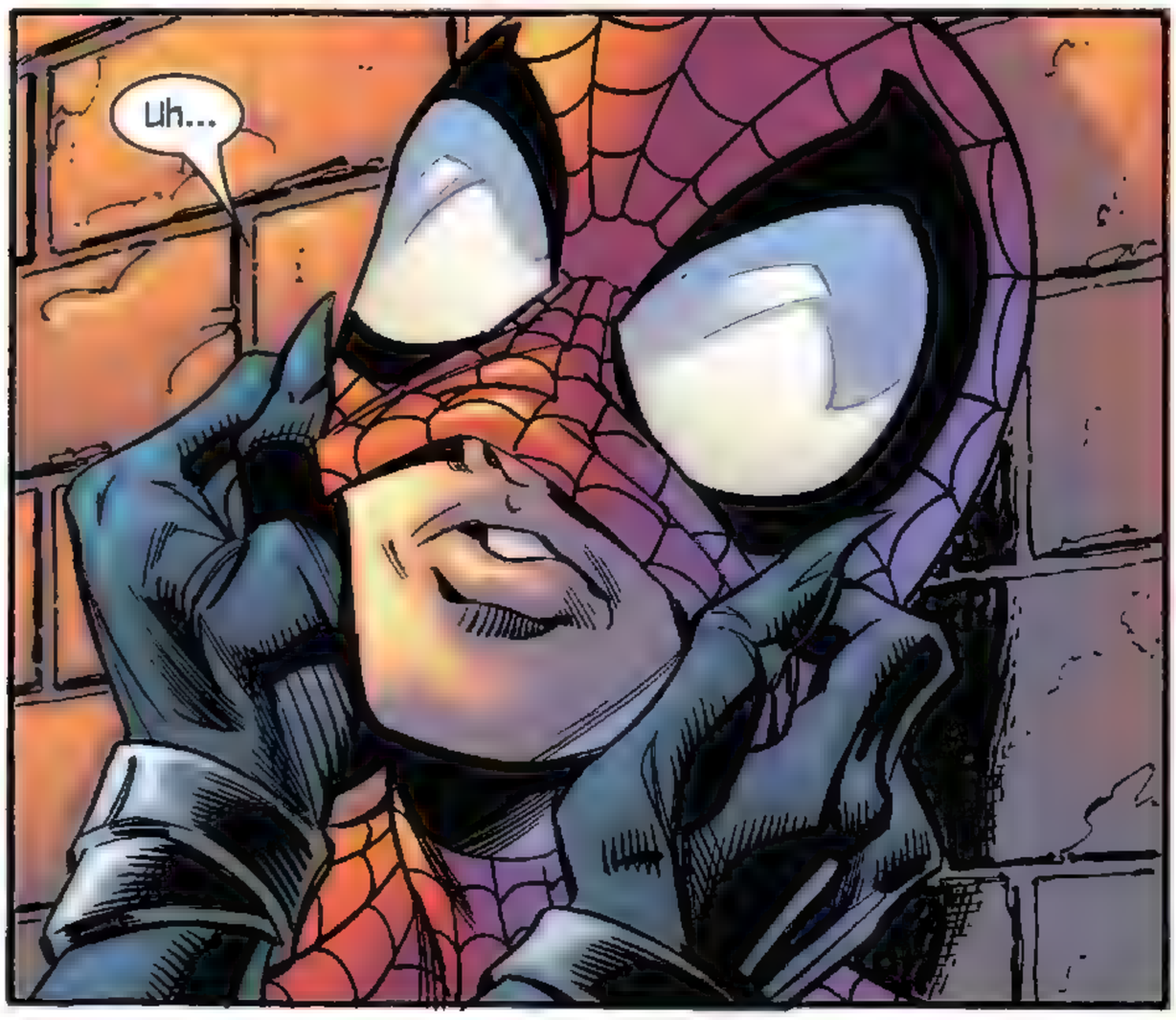
You have the right to an attorney.

I was lookin' for some dim sum!

If you can't afford an attorney--

I'm out on parole.




Uh...

Whoah whoah whoah...
What?
How are you still alive?
When was I dead?
You got stabbed in the stomach and fell off a building.
Oh, that.
There's a nine lives cat joke to make but it's beneath me, frankly.
I didn't die. I got hurt, but...
You know, I saw you looking for me when I fell. That was pretty cool of you.
If I had a way to get ahold of you, sweety, I would have.
But such is the nature of our relationship.
I'm sorry my Kingpin revenge quest has to take a front seat to the unbelievably scrumptious promise of you and I...
What relationship is that?
But, hey...
When the fates allow, like today, and we can steal ten minutes, I say we--
Stop- stop trying to stop me from asking you questions by kissing me... I'm not- yeah, I'm not that stupid.
Why are you mad?
Because I never have any idea what's going on?!!!
You're spazzing out
Wouldn't you rather be *making* out?

I'm so confused.
Okay, what do you want to know?
You're back.
I am.
Still after the Kingpin?
Absolutely.
Because he did in your father?
Does he know you're back?
Absolutely.
Who?
The Kingpin?
No. I've been biding my time- doing tons of research.
I'm the one who called in that leak on his guy Dini. Started the wheels turning on his federal legal woes.
Yay me!
Then I started doing recon on Hammerhead. Following him. Waiting to make my move.
Move?
Maybe help this Hammerhead topple the fat pig...
...but when he had my baby all rough like that I had to do something.
Baby?
Oh.
You.
See, I *do* care about you.
Hammerhead's the *bad* guy. Why would you side with him?
They're *all* bad guys. Are you serious?
I mean other than you, point to the *non*-bad guy.
There will *always* be bad guys.
I don't *care* about getting the *bad* guys...
...I only care about Wilson Fisk.
Wilson *Fisk* is the goal.
When Wilson Fisk is down for good then it's done.
It?
This. It's done.

This outfit comes off and me and you can go ice skating or whatever people do who don't wear leather-ish outfits and run around rooftops.

Uh...

Are we dating and no one told me?

You haven't thought about me?

Well, I'm- I'm glad you're okay.

I'm more than okay. I thought about you, you know.

You did?

I did. Really.

I can see your eyes in those lenses, you know.

I like them.

Oh my God!

What?

What time is it?

Who cares?

I gotta- oh man, I gotta go!

He's married.

Damn.

SoHo

NYC TAXI

Put it away, Marlene.

Come on, Marc.
You're supposed to call before you come up.
Is there food?
How did it go against Hammerhead?
It didn't.
I saw it on the news. Chinatown.
It was on the news?
Just now. No mention of Moon Knight.
Moon Knight wasn't there.
I don't understand.
A fight broke out. I just observed.
At least the costume's still in one piece.
Did you see Spider-Man again?
Uh-huh.
Just for the record: Are you Steven Grant now?
Or Marc Spector?
Or Moon Knight?
Guy should tell his girlfriend which personality she's talking to.
I'm going to go shower.

Queens

Woof!

I mean it.

Woof!

Now *that* was a day!

The Black Cat.

I can't *believe* it. The Black Cat.

Not to mention the Kingpin, Elektra, this Moon Knight guy, Hammerhead, gangs, guns, grenades. Cops. Bullets.

But, oh my God, the Black Cat.

I can't believe what she was saying.

I can't believe what she was wearing.

Hoyatoya mama!

I can't believe what she was doing.

I can't believe I'm here instead of wherever she is.

Man...

I ran away, didn't I?

PETER'S ATTIC

I ran away like a little baby.

She scared the crap out of me. She's too much.

I mean, I guess I could have stuck around.

I *am* single. MJ and I aren't dating. Maybe I *should* date someone like *that*.

The Black Cat can actually handle my Spider-Man life like MJ couldn't.

She can take care of herself. Why *not*?

So she's older and crazy.

Who cares? Who am I?

I'm *not* crazy?

I'm skipping school so I can get shot at three times in my spider-tights.

And I'm judging *her*.

She's fun.

She's crazy fun and she's wearing those pants and she's trying to kiss me.

Yipes, Aunt May's home.

Peter!

Yo.

Did you eat?

No.

We'll order something in.

That takes an hour, I'm hungry n--

Oh! You *stink.*

I do?

You smell like perfume and dirt.

I do?

You have to shower, kiddo, you can't just splash on cologne.

I have to go to the bathroom before I die.

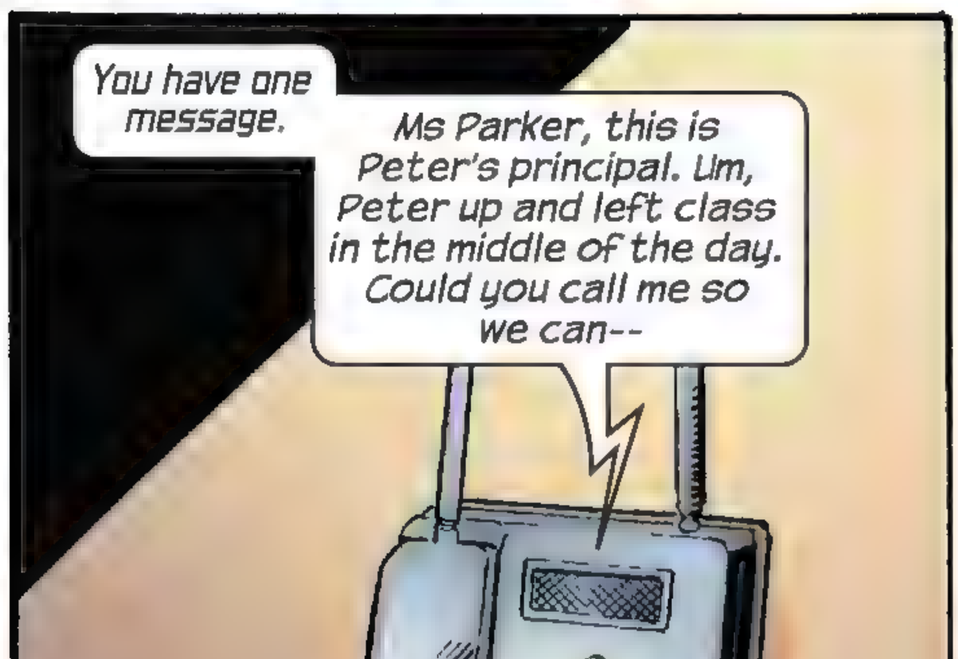
Go find the menus.

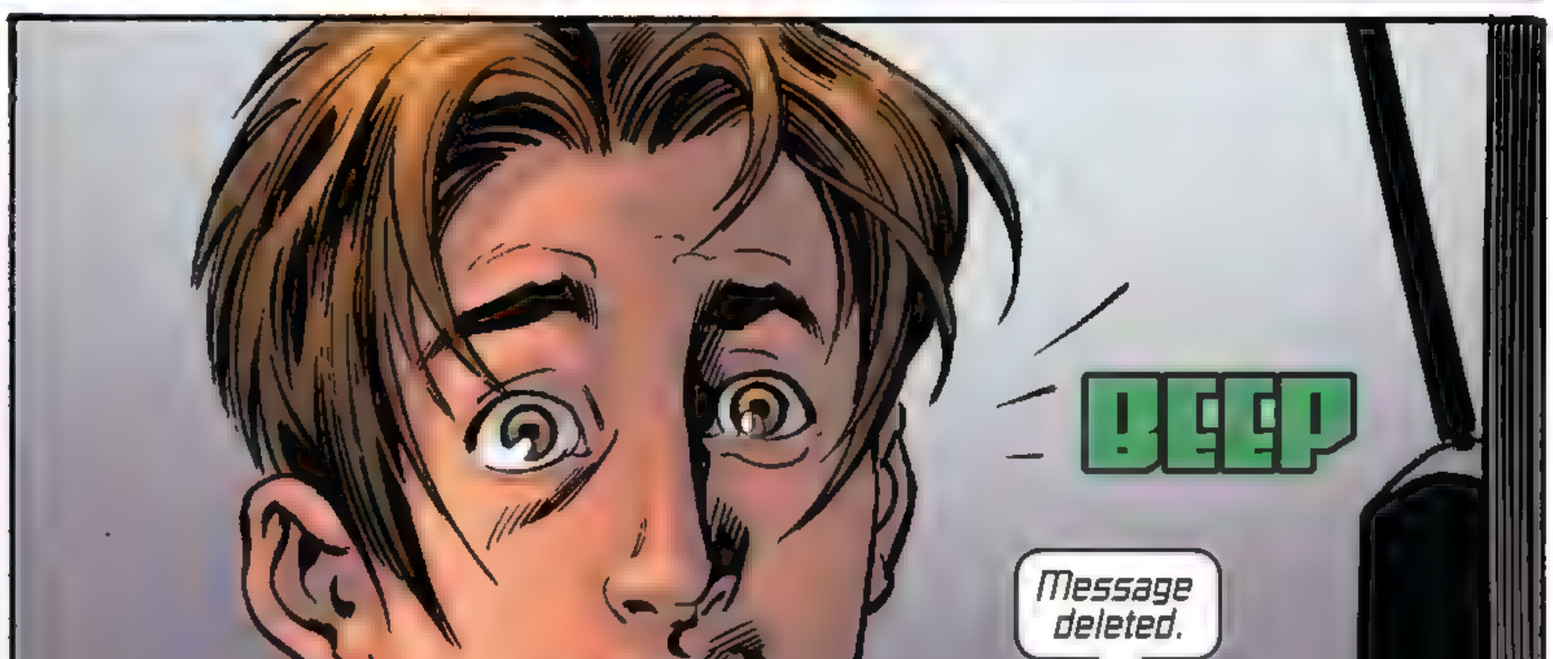
KITCHEN

KITCHEN

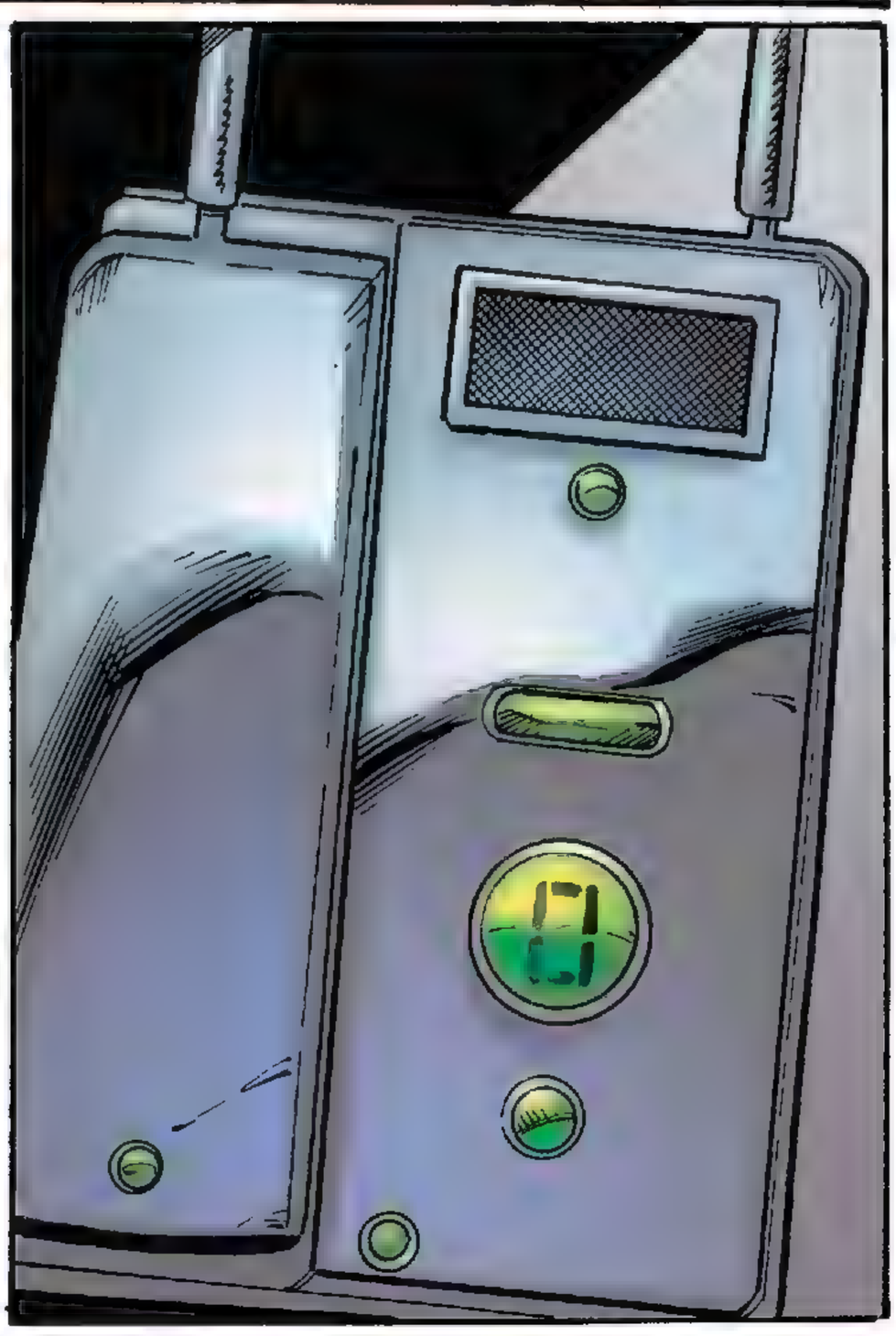
JOSE'S

THAI


You have one message.
Ms Parker, this is Peter's principal. Um, Peter up and left class in the middle of the day. Could you call me so we can--


BEEP
Message deleted.

You want Chinese or pizza?



Fisk Towers

Another neighborhood terrorized by gang violence!!

Here in the colorful neighborhood affectionately known as Chinatown, another eruption of violence.

You don't understand, things were fine here.

The gangs were all under control. Everything was fine, because they were all scared of the Kingpin.

Allegedly.

No. Not allegedly. I'm telling you.

But now there's nothing to keep them in line.

The cops don't come here. All we got to rely on is a guy in a spider costume, and even with that...

And who gets hurt? Us! Me!

With the Kingpin's consigliore, Walter Dini, under indictment, it's clear that the Kingpin's alleged influence, whatever that may be, has severely affected everything, all the way down to this little corner of the--

I'm sorry.

All we've been through, Wilson, I never wanted to be an embarrassment to you...

I know, Walter.

If there was anything I could do to make this go away. I would.

I'm glad to hear you say that.

Elektra, Make it disappear. The chair as well.
Yes, sir.
When you're done, report back to me.
The gloves are off.
Hammerhead, Moon Knight, Spider-Man...
It's time to clean this up.
Hope you're ready for the task.
I am.

ULTIMATE SPIDER-MAN #83
"WARRIORS PART 5"

TOKYO CLUB

PTAK

NEWS R

When Hammerhead gets here? I do the talking.

Do we have to call him "*Hammer*head"?

You don't call him anything because you don't talk.

If he's the new Kingpin, we need to set the tone for our relationship early.

I'm not giving in to this nickname crap.

You don't talk.

"Hammerhead."

You're still talking. *Stop.*

KNOCK KNOCK

Okay, okay. This is it.

Who is--?

SHUCK

CHANG

Mister Fisk has a message for those of you who would break your word to him.

What's- what's the message?

It's your dead body.

So, Mr. Grant, what are we going to do about Spider-Man?

Spider-Man is not the problem, Spector. Kingpin is the problem.

The organized crime in New York City is the problem.

We vowed to end it. You- *You* vowed to end it.

Kingpin runs it. Kingpin is the goal.

Spider-Man beat the hell out of you, Grant.

Don't goad me.

Spider-Man is just an obstacle. He's nothing.

He means nothing.

So, that said...what do you want to do now?

Kingpin's on the down low. The Feds got him on the run.

Hammerhead isn't, though.

Whether we kill the Kingpin now or not...

Makes him harder to get to than I thought it was going to be.

But Kingpin is the goal.

...this Hammerhead jerk is right there ready to take the city.

This I agree with.

So we have to take care of Hammerhead, *too.*

Not too. ***Before.*** ***Before*** the Kingpin.

Why?

Well, if we take care of Hammerhead now--

--we don't give him a chance to build a base.

Exactly.

Yes.

So Hammerhead first.

And *then* Spider-Man.

Get over it.

It burns my butt.

He's just a kid.

Burns my butt even more.

Get over it.

Okay. Hammerhead first. Then Kingpin.

Why do we have to get into the whole *"calling him Hammerhead"* thing. Let's call him by his real name.

He *is* a Hammerhead.

I just hate giving in to nickname crap like that.

Guys.

Shut up, now.

He's here and he says it's time to go to work.

It's time.

It's time.

It's time.

It's time.

It's time.

I'm sorry?

Mr. Spector, did you say something?

Hmmm?

You whispered something, sir.

"It's time"?

Let's break for lunch. I have a meeting downtown.

You do? But your schedule--

Thanks, everyone.

It's time.

Police station, Brooklyn

Ox, you're on your own now.

They can't help you.

Those Enforcers you run with...

The Feds will be here in ten minutes.

Less maybe.

Probably.

Back to Ryker's you go, Ox.

For good.

Forever.

For all time.

Shawshank Redemption. You see that movie?

I didn't do anything.

We don't want you. We want your master. We want Hammerhead.

But I didn't--

Where's your new boss? Same as the old boss.

If I tell you, they'll know it was me who told you.

When I send you back to Ryker's, how long do you think you'll last?

You, who betrayed your loyalty to the Kingpin for the greener pasture of Hammerhead?

See how that works?

Oh, man...

Hammerhead.

Where is he?

Midtown High School

This outfit comes off and me and you can go ice skating or whatever the hell people do who don't wear leather-ish outfits and run around rooftops.

Are we dating and no one told me?

You haven't thought about me?

Hey, Peter...

We can't be friends?

We're friends, MJ.

Yeah? How so?

You would rather eat alone than eat with me?

Doesn't mean I'm not your friend.

Can I sit?

Yeah! I mean, if you want.

I almost didn't recognize you out of costume.

Mary...

Just sayin'--

Don't.

I don't want to talk about that here.

Are you done being broken up with me?

You don't want to talk at all.

I don't know what to say.

Mary...

Come on!

You come on.

I know you understand why we had to break up.

I know you get it.

You're smarter than me. I know you understood the--

You said I was stupid.

You're not stupid.

Thank you.

Duh.

I'm sorry. I was really angry and- I'm sorry I said that.

But you- you ***are*** careless and- and I can't take responsibility for that.

That hasn't changed.

You can't be in my life the way it is.

"The way it is."

Yes! The way it is.

There is danger. I'm not being ***paranoid***. I'm not being ***crazy***.

There is ***actual*** danger in my life that you keep getting caught in the middle of.

And this danger- it's ***never*** going to go away now.

See? This- this is why I was eating alone.
I don't want to *do* this with you over and over.
I'm not trying to *hurt* you.
This isn't fun for me, either.
STONES
ENDAY
Come on!
I can't *believe* this!
I love you *so much*. And you decided all by yourself to put up this wall--
Did you or did you not--?
This wall!
Did you or did you not almost get *seriously hurt or killed* many times?
One of our friends is dead and it *easily* could have been you.
I'm not arguing your point.
Well you can take it as an insult if you want...
...but I'd rather have you alive and sitting over there.
I'm not arguing your point, Peter.
Yes, the world is dangerous!
Your world is dangerous!
Yes yes yes.
But I'm in love with you and you're in love with me.
Argue me that.
Don't do this.

What am I supposed to do?

Not this.

Don't shut me out. You're shutting *everybody* out. Everything but Spider--

Don't.

You're spending more time in costume than you do as Peter Parker.

You're skipping class. You shut *me* out and now you're shutting *you* out.

Peter?

You can't go through life with no friends.

Told you not to do it.

SMACK

SMACK

SMACK

SMACK

SMACK

SMACK

SMACK

SMACK

SMACK

SMACK

SMACK

SMACK

SMACK

Hammerhead, please.

Little Russia

I don't even speak the English, I don't. I don't--

Then I must speak Russian because I hear you fine.

It's a simple question, Ivan.

When you scummy Russian mobsters decided to pay off to Hammerhead instead of Kingpin...where'd you do it?

I--

Tell us where Hammerhead is and I won't punch through your chest with my scary iron fist.

Eet's a loft. A loft!!

1736 Racine.

1736 RACING

What do I do?

What do I do?
What do I do?
What do I do?

I got the Kingpin pulling my strings on this.

He gives me Hammerhead's address.

He sends me here to clock him one. This feels icky.

That head on him is freaking me out. What is he? A mutant?

Was he bit by a radioactive hammer?

How do you do that?

How do you just step on people and not feel at all bad about it?

What makes a guy say: I want to be the baddest bad guy of all the bad guys? That's a goal?

Man...

That is some weird, wild-- *agh!*

Jeez!
Black Cat!
Whoah there!
Jeez!
Go away, I'm doing something.
I snuck up on you.
You scared the--
I thought you had a spider sense.
Only when I'm in danger.
Wait! Who told you *that?* That I have a spider sense?
The Internet.
The *Internet?*
It's what it said.
How did you find me?
I was over *there.* And I see *you* standing right *here* in a red and blue costume.
Why are *you* here?
I *told* you... I'm trailing Hammerhead.
Oy.
Told you we'd see each other again.
Working? You're sneaking around deciding what to do.
Stop it, I'm working.
Rrrr. I swear as soon as this is over...
And you're- stop it, that tickles.
Just--
Listen, sweety, I've given it a lot of thought and I want you to do me and yourself a favor and--
And don't get into this one. Go away.
Okay?
What?

Don't get into this one.

Hammerhead's going to take down the Kingpin once and for good. He's a weekend away.

As soon as he does, *then* you can pounce him or web him or do whatever you do.

Come on, this isn't a game. This is--

Yeah yeah.

Just *after* he takes down the Kingpin.

No.

Bad guy's a bad guy.

Well then we're going to have a problem, sweety.

I *have* to be here. I am *involved.*

I have personal reasons. What the Kingpin did to my father...

You don't.

You have no connection to this except for this compulsion thing you have where you think you have to involve yourself.

I can't believe I'm standing here arguing with you about this.

I know, it's our first fight. Come here, let's make up.

Felicia.

BOOM

BAM BAM BAM

CRASH

BAM BAM

Whoah!

Yeah.

Those be gunshots.

Stay back.

Yeah right.

KRASH

Oh, come on!!!

You guys never did this to Wilson Fisk!!

Uh...who's the good guys and who's the bad guys?

I'm not totally sure.

Look who I'm asking...

ULTIMATE SPIDER-MAN #84
"WARRIORS PART 6"

Okay, okay, now...

You crazies all here as a *group* or are you all here with individual concerns?

Hammerhead

I- I thought this was the line for *"The Producers"*...

Black Cat

Spider-Man

Put those guns down, last warning.

Iron Fist

Shang-Chi

Elektra

Moon Knight

Elektra, right?

You here on the Kingpin's dime?

Fancy Dan

Montana

Yes, I am.

You got a message or are you here to stick me?

Both.

Any of these other costumes here with you?

No.

How much the Kingpin plunk down a year for you?

More than you have.

How much?

Is it over 200 large?

Considerably.

I'll double it, right now, cash. You join with me.

Plus twenty a head for any of the heads you bring me today.

I need to turn the tides on this, *before* it starts.

(No offense, Enforcer guys...)

None taken.

Right now, ninja toots, in or out.

Hey! I screw you over *here*...

I'm sure you can find a way to stab me somewhere I don't want to be stabbed.

The clock is tickin'...

Watch it with the *"ninja toots"* crap. I'm in.

Okay! *Now!!*

You other idiots want to rethink this intrusion into my personal life?

Hey, uh, Hammerhead, sir...

I'm the Black Cat, you heard of me?

(Oh, man...)

No.

I was actually here to try to get Spider-Man to step aside for you.

(You're embarrassing me...)

Why?

'Cause I want the Kingpin taken down worse than *you* do.

I think you're the real deal. I want to help.

You have any skills?

I'm *here*, aren't I?

She actually does.

And she's not lying. She hates Fisk.

Yeah, okay...

This is your audition.

Sorry, sweety.

Just business.

Are you seri--?

Jeez...

See what I just did there? Turned the whole room around just like *that!!*

This is how *I* do things.

So I ask again, any of you other idiots feel like running screaming from the room?

Because now would be the time.

I have to get some new friends...

Yipes!
Thanks for *that!*
THUNK
Gargh! That's annoying!
BAM BAM BAM
Hai!
Rrr...
Staaggh!
FUMP
Hey uh, are you busy Friday night, because me and my girlfriend have split up and--
Argh!
You, Casper, I got no patience for!!
SMACK

Agh!
SMACK
You people need a hobby!
And serious medications.
BAM
CRACK
Ha!
Ow!
SMACK
glggg!
SMACK
FRRRIZZZZZZZZZZ
FUMP
Oof!
BAM BAM BAM BAM
Don't even know who you *are!!!* You come in *my* home!!
BAM BAM BAM
This is *my* home!!
Jeez!
No, don't--
CRACK
Whoah!
THWIP
BAM BAM BAM
THWIP
Okay, that is just about enough...
THWIP
THWIP
THWIP

All right!!

Now!!

EVERYBODY, CALM DOWN!!!

You guys are *nuts*, you know that??

And *this* from a guy in his red and blue underwear!!

NUTS!!

Come on, sweety, this isn't any way to fight a--

Oh, *you* shut up!

I'm done with you.

911 emergency.

Yeah, hi, can you put me through to Police Captain Jeanne De Wolfe?

Kid, I've got a *list!!*

And you've just made yourself number one with a--

Hhmmff!

THWIP

Shush, I'm on the phone.
I'm sorry, could you repeat that?
What's the emergency?
Um, it's hard to say, kind of got a super powered gang war thingy going on.
Can you just put me through to Police Captain Jeanne De Wolfe? She knows me.
What's your name, sir?
This is, uh...Spider-Man.
Ha! Get outta town!
Yeah. No, it's actually--
You serious?
Yeah, I'm kind of in a jam here so--
I'm a **huge** fan.
(She's a fan.)
You saved my brother-in-law from getting mugged.
I **did**? That's--
Oh my God, yes. My family owes you, **big time**. You **promise** this is you?
I really need to talk to Police Captain Jeanne De Wolfe. Any way you can make that--?
You **got** it!! Hold on, baby.
(She called me baby.)
Finally, someone likes me for me.
Spider-Man, whoever you are, listen to me...
You know me, do you remember me?
Yeah, I--
My name is Shang-Chi. We've fought together. In Chinatown.
I know, but...
Let me down so I can do what I have to do. I'm trying to protect my people from--
You know, I'm just keeping everyone webbed.
When the cops get here, I'll tell her who's who--
--but this is out of control and I'm not gonna bounce around here while you all kill each other over nothing.
YOU'RE AN IDIOT MONKEY!!

The entire city hangs in the balance over what happens here and you're sticking your nose in where it doesn't belong!!

The entire city?

The entire city.

Can you believe he wears white to a super hero fight?

Just leave me alone...

White. Have you *seen* the rooftops in this city?

I have the captain?

This is Captain Jeanne De Wolfe

Oh thank God! Cap, listen--

It's Spider-Man.

Who is--

You'd think saying that out loud wouldn't be so weird for me.

Where are you?

I'm in Hammerhead's apartment.

Right now.

You wanna come over? We're going to rent a movie and snuggle up on the couch and--

Where are you?

I've got the whole gang webbed up and ready to go, so if you want to --

I'm on his phone. In his apartment.

Who? What gang?

I got me a Hammerhead, I got me an Elektra, I got that inappropriately dressed Moon Knight...

Kingpin's Elektra?

Oy, please tell me there's not more than one.

Listen, just come down here and arrest, like, ***everyone*** because this is all just getting crazy and--

FUNK

Oops! Gotta go.

FIZZZ
FIZZZ
FIZZZ
FIZZZ
FIZZZ
SLICE
Ah!!!
LITTLE IDIOT!!!
SLICE
SLICE
SLICE
OW!

Ha!

WHUMP

OW!

Ha!

Hey!

AH!

AARRGHH!

Just--

Seriously, Jeez! How many of these moon thingy things do you *have*?

CHUCK

Note to self- remember to take all the sharp objects away *before* I--

CLICK

Mmmfff!!

CLICK CLICK CLICK

Jeez...

EEEOOOOWEEEOOOOWEEE

Mmff!!

SPK

Now the police are here and we have nothing to show for this*argh!*

WHAP

Ggf!

SHUCKKKK

You really shouldn't involve yourself in other people's affairs, mystery man.

Ggkkk...

Oh my God! Just *stop* this!

Iggdd...

SMASH

This is Officer Trillian, we have a 656 request backup.

Ha!

MMMF!

You're really just--

Agh!

WHAP

Guk!

Cops are here, you can't hear that? It's over!!

THACK

EEEEOOOOWEEEEOOOOWEEEEOOOOWE

I own you!

Can't wait to see you on--

Ha!

WHACK

WHACK

SPACK

CRACK

You're like one of those little monkeys that--

KRASH!

HAAAII!

SMACK

AGH!

SMACK

SMACK

SMACK

SMACK

SMASH

ULTIMATE SPIDER-MAN #85
"WARRIORS PART 7"

Oh my God...

Is he dead?

Is it really him?

That--that was the worst thing I've ever seen.

Dispatch, we got a- a- I don't know *what* we got, but *Spider-Man* just fell out a five-story window and landed right on the roof of my squad car, over.

Backup is on its way. Over.

Mmmfff...

Mmfffflektra!!

Pagh!

Damn it, this went bad. Cops really here?

Yes.

I gotta get outta the country. I can't get pinched.

No way!!

We wait for backup, because whatever did that to *him*...is going to do a lot worse to guys like--

Uh, guys...

Ugh--

Listen, toots, I got baggage.

The cops look into my file? There's trouble there I can't afford. *Okay?*

Before I got this Hammerhead, I had a whole 'nuther life I don't need to revisit in a court of law!

I gotta get out of the country.

So...

...my job offer's rescinded?

STAY DOWN! STAY DOWN!!!

Hey!

DON'T MOVE!

DON'T YOU MOVE A MUSCLE OR I WILL BLOW YOUR HEAD OFF!!

I gotta get outta here.

And I don't need witnesses to this!

CLICK CLICK

You were out of bullets a minute ago, too.

Damn it, girl!

Stick the #$@% out of them. I gotta go!!

"Iron Fist."

You have the right to remain silent!

I didn't--

You have the right to an--

Whoah whoah whoah!!!

Before you go...

Captain DeWolfe!

Stop stop stop this!!

CLICK

Did you set a perimeter?!! Did you call in for Emergency Services?

No! No??

There's a live crime scene in there and you're busy cuffing the only damn person who's doing the damn job you're supposed to!!

Go be cops before someone else gets hurt!!!

Are you *all right*? Can you *talk*?

Ha- Hammerhead...

Where is he?

KRASH!

THWAP

THWAP

THWAP

THWAP

Uh...
Ta-daa?
The rest of you are lucky the cops are here.
Been meaning to do that.
SMACK

SMACK

HA!

NAGH!

ARGH!

FAM

SPASH

Agh!

SHUCK

THLUMP

Captain, all the doors are locked. Should we wait for Emergency Services to break the doors down?

Get your butts in gear and round up whoever's left up there!

1736

CRASH!!

The hell is going on up there!??

I WANT A BATTERING RAM AND A DAMN AIR CREW AND I WANT THIS CRIME SCENE CORDONED OFF!!!

Quite a day, huh?

Sorry for the confusion earlier. It isn't always easy to know what's the right thing to do all the time.

Go. Get.

Live to fight another day, eh?

You--

Kktt!

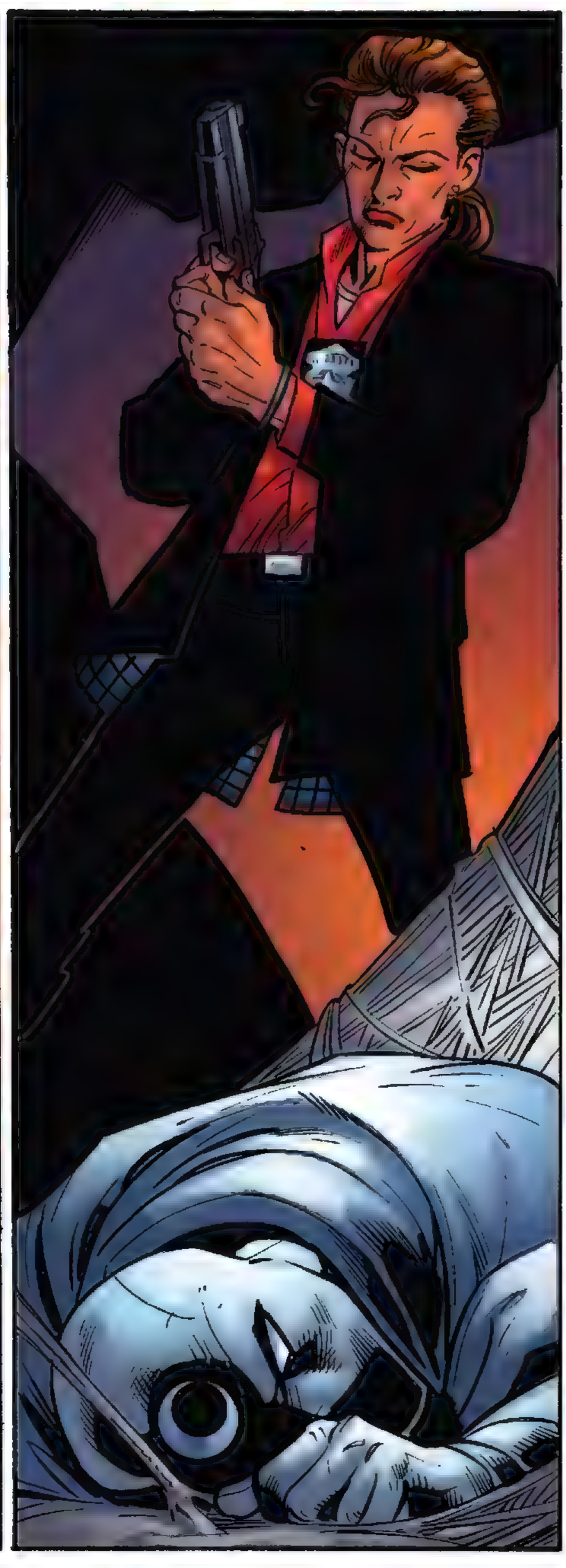
I should kill you right here!!!

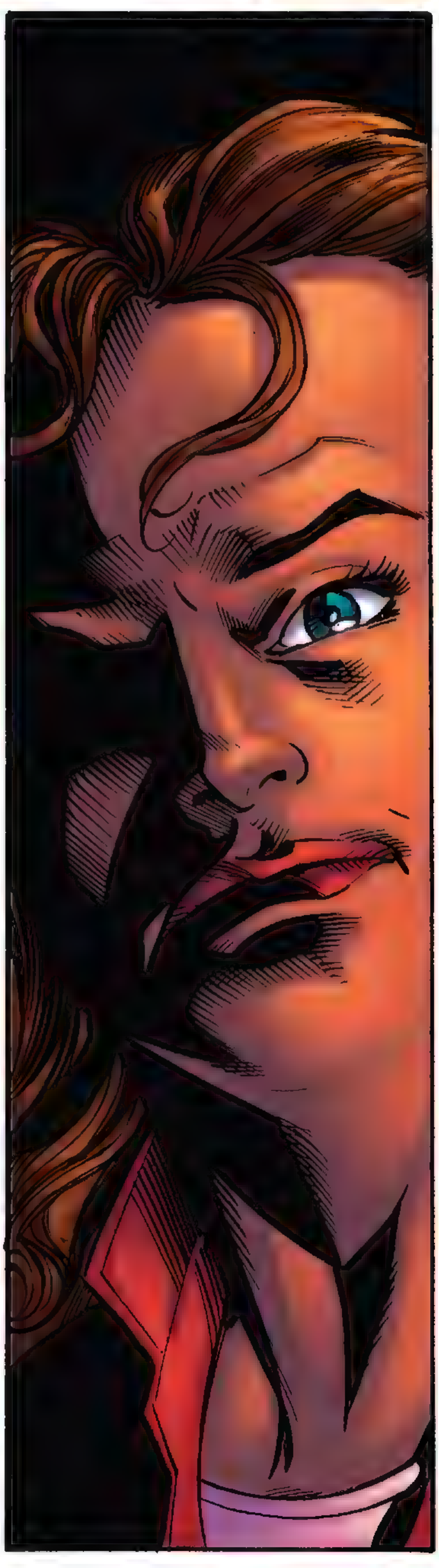
C- cops are on their way up.

We- *kkch* really should be somewhere else.

DANNY!

POLICE, FREEZE!!!





Idiot.

Ow.

Fell head first into a car.

Lucky I still have a *head.*

That was- ow!

That was disappointing on so many levels.

See? And I had a damn good day, all said and--

Agh!

You know what, Felicia? Seriously, you suck.

I know.

That was so lame of you siding with an idiot like that.

I don't disagree.

I was saying, I think today I had a--

You have *so* much going for you, seriously!

You're stunning, smart, you've got some sort of low-grade power, right?

And this is *all* you can think to do with it? Screw with the Kingpin to the point where you'll side with guys just as bad?

Kingpin *killed* my father. It does stuff to you.

But you're right, I know. I have to do more.

I was half out the door on that fight and it *hit* me. It felt wrong.

I *see* that now. I have responsibilities.

I was wrong today.

Okay?

I'll make it up to you.

You want to make it up to me? Just stay *away* from me.

Hey! I'm trying to *tell* you...!!!

I just had a life-changing *experience!*

Good. Go do it over there. Leave me alone.

Hey!

Jeez!

Do you *really* think I'm pretty?

Well, yeah...

Well, see, I didn't know that.

Yes, you did.

You still *mad* at me?

Yes.

Oof.

Where are you going *now?*

Uh... home.

Can I come with you?

Uh...

Can I?

No.

Do you want to kiss me?

Oh my God...

Little bit.

I can't move.

Let's do it.

What?

Right here right now. Kiss me.

Oh my God...

I think about this all the time... what's under this mask.

Who this mystery man in my life really is?

I want to see you. I want to kiss you. I'm ready.

Oh my God...

Right now.

I want to unwrap my mystery present.

Stop her. She's- she's unmasking you. Stop it. Well...

She's- oh my God. My feet are missing.

I'm going to do it, Spider-Man...

I'm going to take off this mask and I'm going to *kiss* you.

This is-- no! This is--

I thought you were--

You're just a little...

How-- how old are--?

BLUUAAGGH!!

So?

If he survives the coma... feds are going to press charges on your little Hammerhead pal.

But the DA said none of it's going to stick. Hammerhead *was* attacked in his home.

He's going to walk unless some other evidence appears.

I'll see what I can do.

And, Wilson, I have to tell you...

That Elektra of yours was willing to sell you out.

She switched sides during the fight then switched back when it didn't go Hammerhead's way.

And this *"Moon Knight"*?

Just thought you'd want to know.

She is in bad shape.

Not much more you could do to her at this point.

Coma. No prints.

He got hurt bad.

I thought it was just some guy playing dress-up.

It might still be.

But no prints? Could be ex-CIA.

The mystery of the Moon Knight continues.

These costumes.

I know it's annoying.

At least one good thing came of this.

Yeah?

Spider-Man *trusts* you now.

Yeah, guess he does.

So, what do you want me to make him do for you?

NEW YORK POLICE DEPT.

DeWOLFE

Ow.

Hi, Aunt M--

Did you skip school again today?

I won't live in a house of lies.

If I have to speak to you about this again, I'm kicking you out.

Can I be any more clear?

ULTIMATE SPIDER-MAN ANNUAL #1

I am not in the mood for this.

FWWWOOOSSSHHH

HHUURRAAGGHHRRHH!!!

I don't know why I agreed to this.

Why does being Kitty Pryde, X-Man mean I have to be Kitty Pryde, X-Man every single second of every single day?

I used to have a life.

I did, didn't I?

Kitty!!

Fair kitten, the dragon will not breathe another breath of hellfire as long as your trusted Legolas--

Uh, you know what...?

...I'm going to go do my homework.

But the forces of doom are--

Eh, that's okay.

But I programmed the Danger Room so we could...

Kurt, you're cute when you're a colossal über-geek.

Cute is good.

I am not in the mood for this.

I mean, come on, I can't just go home after work?

Traffic is one thing, traffic I can understand...

But I really should be able to get across the city without being hit by a guy in an eight-foot-tall mechanical *rhino* suit.

I don't ask for much.

What is with this guy? No banter. Nothing.

Not that I would expect true wit from someone who went to the trouble of crafting himself a ***rhino suit*** in the first place.

Actually the tech design is quite nice.

And the science nerd in me does have to admire the hydraulic suspension AI technology of the thing.

I was thinking of putting together some AI hydraulics to test the tensile strength of my webbing...

(...but then I realized I didn't have a ***billion*** dollars.)

Maybe he'll let me have some of his after I-

hoachi mama!!!

MILES B. BLVD SE

CRASH

Oof!

CLUMP

Oh good...

The army is here...

... for me to save.

Where was I before we were rudely interrupted by you throwing me through a building?

Oh yeah!

CLANG!!

Nnnn!!!!

CRACK

See, look at that, that's just cool.

Oh well...

Whoah there, li'l fella!

SCRASSHEDSS!!

BOOM

BOOM
BOOM
BOOM
BOOM
BOOM
BOOM
uh-
-oh.
BOOM
Yo, G.I. Joe! What *was* that?
Are you all right?
No! What *was* that?
This guy stole a prototype war machine that--
Stand down, soldier. National security!!!
But he just saved us from--
We're going to have to bring you in for questioning!
Yeah, *that'll* happen!!
Oh... and you're welcome.

I'm the loser of the school.

Oh my God, I am...

I can't believe it. I'm the loser. It's me.

I'm the one that doesn't fit in.

Of all these people, a bunch of misfit mutants, and I'm the one.

Wolverine!! And I'm the odd man out.

God, Bobby- could you at least *act* like you miss me, you jerk!!

Kitty, do you want potatoes or--?

I'm the loser of the school.

I can't believe it. I'm the loser. It's me.

I'm the one that doesn't fit in.

Of all these people.

I'm the loser of the school.

I can't believe it. *I'm* the loser. It's me.

I'm the one that doesn't fit in.

What if I stood up and told them I was Spider-Man?

The Spider-Man!!

The *actual* Spider-Man.

Yeah, that's right- it's *me.*

I saved the school from the Green Goblin.

I've met Captain America.

They made a movie about me and you all went to see it!!

(Even though I didn't get a dime from it.)

Would all you girls think I was cute *then?*

Well, too bad. Because even if you knew I was Spider-Man and thought that was the coolest thing ever...

Well, I can't date you because I can't *have* a girlfriend--

--because anyone that gets close to me can and *will* die from all the violent crap in my--

VOTE FOR PEDRO

You okay, sweety?

Jeanie, I'm so--

You need a boyfriend.

I do.

You'll find someone.

Where? It's just *us* in this house.

Anyone we meet is usually trying to kill us.

Yeah...

Bobby's a jerk.

No, he's not.

He's a jerk for not liking me anymore.

You don't even like *him.*

But I like that he liked me.

That's--

I know.

No.

Why not?

It's not a good idea.

I like him so much.

It's not a good idea.

You just read my mind without permission.

You were *screaming* it at the top of your brain.

How is it not a good idea?

You don't *know* him.

I love him so much.

He's just a guy in a costume. You don't know him really.

He's more than a guy in a costume...

He's a *good* guy in a costume and he's a cutie pie.

We've *met* him.

You talked to him with your mutant psychic powers.

You've been in his brain and you *know* if he's a good guy.

Kitty...

I just want to say hi to him.

This makes me h8 Spider-man even more. So I'm like, there to take care of whatever this is but smug Spidey feels he needs to stick his ugly nose into it. What an arrogant wad!!!!

The Army is there fatso!!! We don't need you!!! Who asked you!?? My uncle thinks Spider-man is a disfigured freak and that's why he wears a mask. And he looks fat lately.

Oh my God. Oh man...why do I bother? Who *are* these people?

This was posted, like, four seconds after the--

Don't scroll down, ***don't scroll down.*** Don't- oh!! You scrolled down.

Fat?

Do your homework. Stop this and do your home--

BLEE BLEE

Yello.

BOOP

Nice.

Shut up.

In my country, *"hello"* is a nice way to--

Leave!

Hello!

Yes?

Uh, hi, is this Peter Parker?

BLEE BLEE

This is...Kitty Pryde.

Uh, do you remember me?

How did you get this number?

Information.

Oh.

Um, yeah, sorry to just call you out of the blue and all but I was wondering...

Hello?

What are you doing tomorrow?

Uh, school.

I mean, like, after that.

Why? Is everything okay?

Yeah. No. What?

Is there something going on with Wolverine again, or--

No, no, no this is, um, like, I'm asking if you want to hang out with me, like, uh, after school.

With the X-Men?

No. Just... me.
Like for fun?
Yeah...
Really?
Yeah.
Uh, yeah... yeah!
Really?
Yeah.
You don't have a girlfriend, do you?
No.
You promise?
I did, but I don't anymore.
It's a whole thing. But no- I do not have a girlfriend.
Man, I'm sorry I worded it that way. I was just--
No, it's okay. I under--
What time do you get out of class?
Like 3:30.
You want to meet there or--?
Yeah, sure, yeah.
Okay.
Hey, um, don't--
What?
Don't come in costume. Or uniform or whatever you guys call what you--
Oh, I know that... duh.
Okay, just making sure. I've had some close calls and--
Yeah, I was there for a couple of them.
That is true.
But you know, if not for those I wouldn't have- um, so 3:30 where?
Midtown High. Queens.
Okay.
Okay. Um, Kitty?
Yeah.
Thanks for- thanks for calling like this. This was pretty cool of you.

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X-MEN

Goggle Search | I'm Feeling Lucky

Advanced Search
P eferences
Language Tools

Advertising Programs - B

MIDTOWN HIGH SCHOOL

Hi.
You showed.
Of course.
Wow.
This is high school, huh?
I've been here four seconds and I hate everyone.
Well, then you've now learned everything you'll ever learn in high school.
So...
Is there, um, a plan for the evening?
There is no plan. Do you have a plan?
I have no plan.
What do these other *"people"* do after school?
Well...

Corn dog on a stick!!

A modern achievement.

When the mutants take control of the Earth, the man who invented the corn dog will be spared.

I'm kidding.

Totally kidding.

Are you guys taking over the Earth?

No. Joking. Promise.

We're the *good* mutants. We're the ones that want the peace.

Okay. Well, then you might not want to make announcements like that then.

Ugh, my comedy sucks.

So, this call. This whatever *this* is. This was a shockerooni.

Yeah.

I uh, yeah, listen, I don't know what your life is like, but all this saving the world and all of it... I have no friends.

Me, too.

Really?

You know the Fantastic Four? Johnny Storm?

Kinda.

Him, too. He told me. It's not just us, it's part of the whole--

FUMP

Sorry- didn't see you, sweety.

You could mop the floor with that tool.

I could.

But I can't.

If I did...the two seconds of bliss would be followed by ten years of hell.

So no one knows what you can do?

Nope.

And you hold it all in?

Yep.

Why *don't* you go public? Show off a little. Live the good life.

Good life? All it'd do is put a target on my head.

It might *not* be that way.

It already is. People hate Spider-Man, and no one even knows who he is.

And I have my aunt who is raising me. I can't put her world in danger. I can't do it.

I mean- what kind of a selfish evil scum would I be to do that to her?

Too many people know who I am *already*. It scares the bejeebees out of me.

It's why I had to break up with my girlfriend. She kept- nah, forget it.

No, what?

It doesn't matter and I'm whining.

And you know when you have that voice that tells you to stop whining and nobody cares- I have that right now.

Nobody cares.

I *swear* I care.

Tell all the voices in your head that I was actually interested in what you were going to say.

Well, my girlfriend. She was--

Did she know who you really are?

Yeah. And she wasn't being very careful and- and seriously she kept getting almost killed.

I couldn't- the responsibility- I couldn't handle it because she wasn't listening to me when I told her where to stay safe.

Wow.

How about you?

Do you know who Iceman is?

Yeah. We were kinda almost sort of--

The snowball guy from your team?

--but he ended up being a jerkwad tool and now I have to, like, *live* in a house with him even though, you know...

Ugh...

Yeah, at least normal people, they break up- they get to *avoid* each other.

Yeah. Me and MJ- we're still in *class* together.

But you get to go *home* after school. Not me. I have to listen to his crap all *day*.

But what do they say: *"Don't--"*

"Poop where you save the world from mutant terrorists."

Or something like that.

SPASH

Agh!

Can we go somewhere *they* can't be?

Yes.

You okay with this?
Oh yeah. This is *cool.*
You okay with the wind?
It phases right through me.
See that? The Ultimates live there.
That Nick Fury's a tool.
Sorry. He is.
I know.
I- uh- I clocked him one a couple of weeks ago.
No way.
Socked his eye patch right off.
Ha! Why?
He's bein' a jerk.
That is so entirely awesome.
So can you not date *anyone?* Is *that* what you were saying before?
I- I don't think I can. I can't protect the person from--
But what if...they had, I don't know, mutant powers and could take care of themselves?
Well...
I- I can't believe I just did that.
What are you?
Never mind!!
What, what--?

Idiot.

Hello?

Loser!

You fought Magneto for God's sake, what's your damage?

(Should I leave?)

Don't leave.

Are you okay?
What's going on?
What?
I'm a spaz.
That was insanely forward of me. That this--
That thing about having a girlfriend with powers. That was way--
Uh, I actually thought it was, like, an excellent point. I wasn't freaked out.
I was.
Clearly.
I'm a spaz.
No, *I'm* a spaz. You're quirky.
And quirky is French for...?
Cute?
Cute is good.
Yeah, cute *is* good.
BOOM

Whoah.

I gotta go check it out. Will you wait--?

I'll *come.*

No, I can do this--

Dude, I'm a super hero, too. Let me swing there with you.

But you might--

What?

I don't want you to get hurt.

Hey.

I can't get hurt.

WHOOO HOOO!!!

Whoah.

You're right. Sorry.

Back the $%^# up!! I am not kidding around this time!!

I'm walking out of here!!!

So get out of *my* way!!!

Glyaaggh!!

Gsshhh!!

Now step the %$&# off!!

I'm not joking!!

You kinda *look* like you're joking.

I gotta get outta here!!

Can you do my back now? Because I have been *stressed.*

Uh-oh...

I gotta get out of here!

And I think you gotta get yourself a new catch-phrase.

Hey, you know what I can do?

I can phase myself through your cute little massagers. Isn't that cool?

Except, oops, when I do, it disrupts the electrical thingamajigs and it breaks them.

Sorry.

ZZTTTT

ZZAATT

Oh no...

But whatever you do...

...don't look behind you.

Hi, Herman...

AAAIEE!!

OhmyGod
OhmyGod
OhmyGod

Ladies and gentlemen...

The amazing Spider-Man!!!

YEAH!!!

CLAP CLAP CLAP CLAP CLAP CLAP CLAP CLAP CLAP CLAP

See, they like you.

Cute.

Shall we?

"Well, Indiana Jones, you certainly haven't forgotten how to show a lady a good time."

"Yeah, you're somethin'."

You're supposed to say: "I'm something all right, until I get my five thousand dollars back you're getting more than you bargained for..."

No? Nothing?

Wow, you out-geeked me there.

Well, I'm sure it won't be the *last* time.

BEEP

Crap.

What?

My ride's here.

Your ride?

You gotta *go?*

I gotta.

Tsk. Can we- I don't know. Can I *call* you?

Yeah. Totally.

E-mail me too, because the Professor hates when the phone rings after ten.

Do you *want* to?

Can we- can we do *this* again?

Yeah.

Hold on... shut *up,* Jean!!

Jean?

Jean Grey. She's talking to me in my head.

And you were making fun of *my* voices.

What's your schedule like?

Yeah. Me too.

My schedule? It *sucks.*

But weekends. I work Saturday afternoon, but that's it.

Can I- you want to do something Saturday *night?*

Can you- yeah.

I don't want to push.

No, I really want to.

You swear?

I really do. Saturday night.

Unless we're all saving the world from something. Okay. That's the only reason I won't be able to.

Understand.

Me, too.

Were you going to kiss me before?

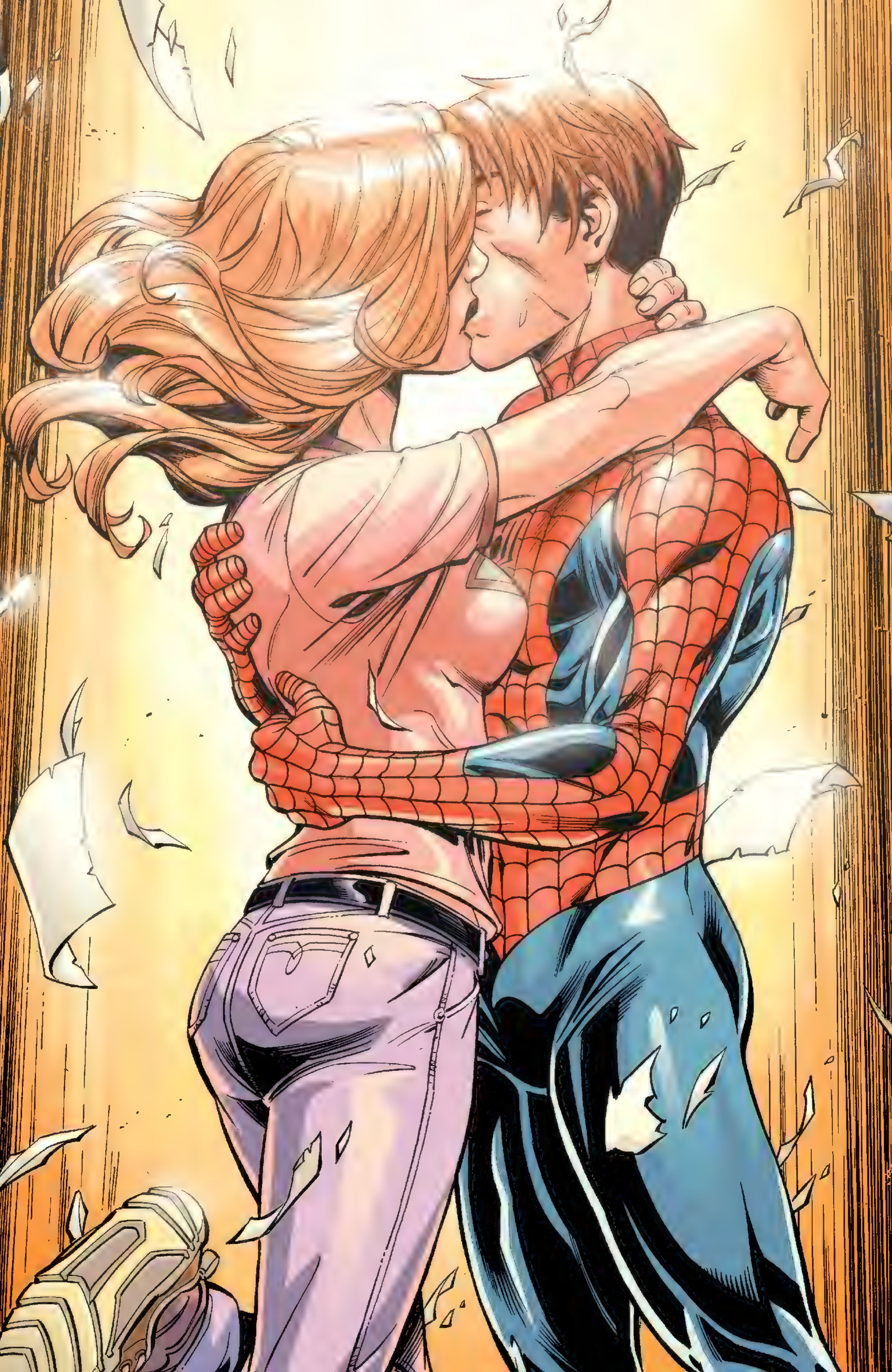
I- I think so.

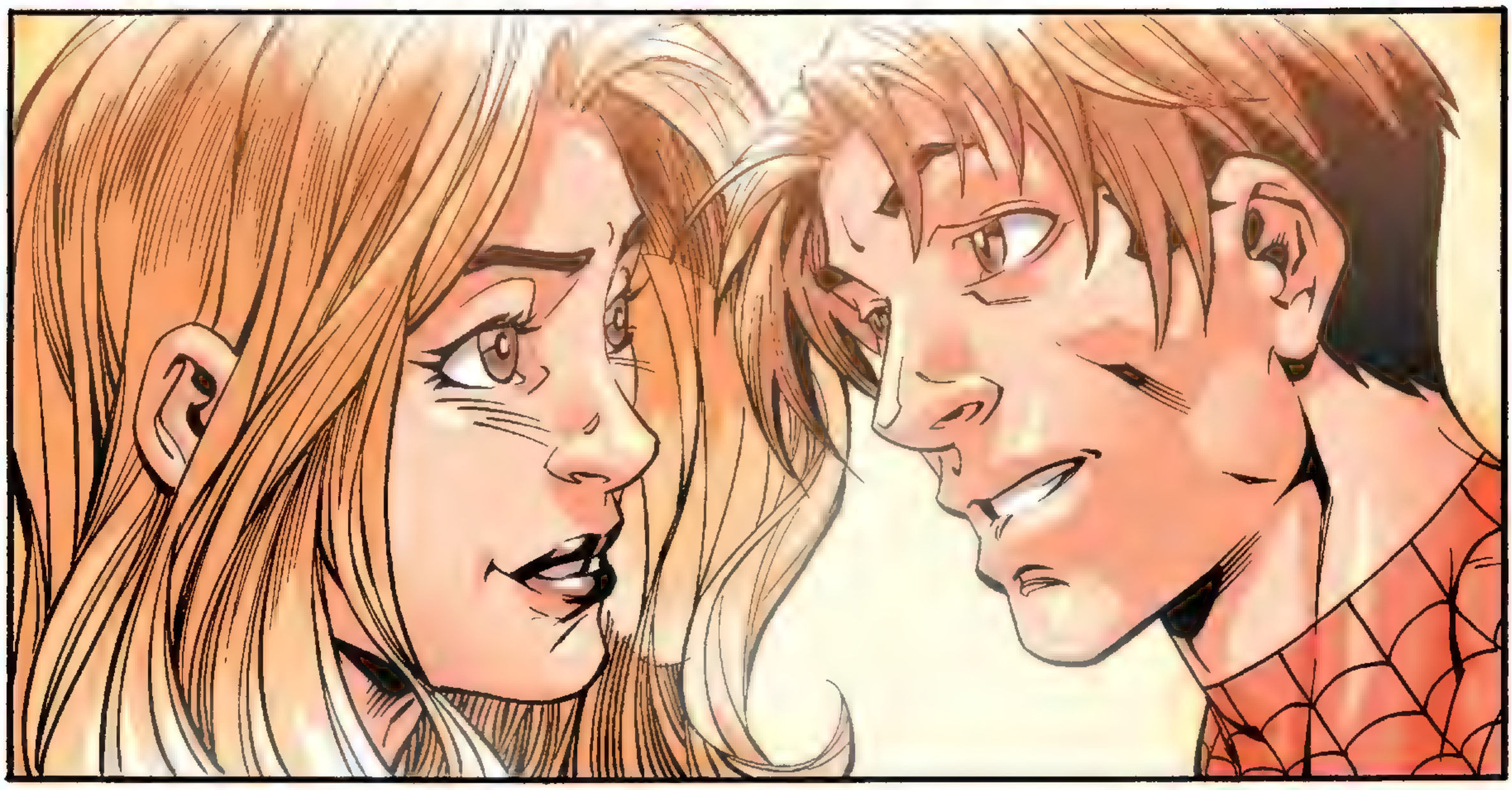
Okay.

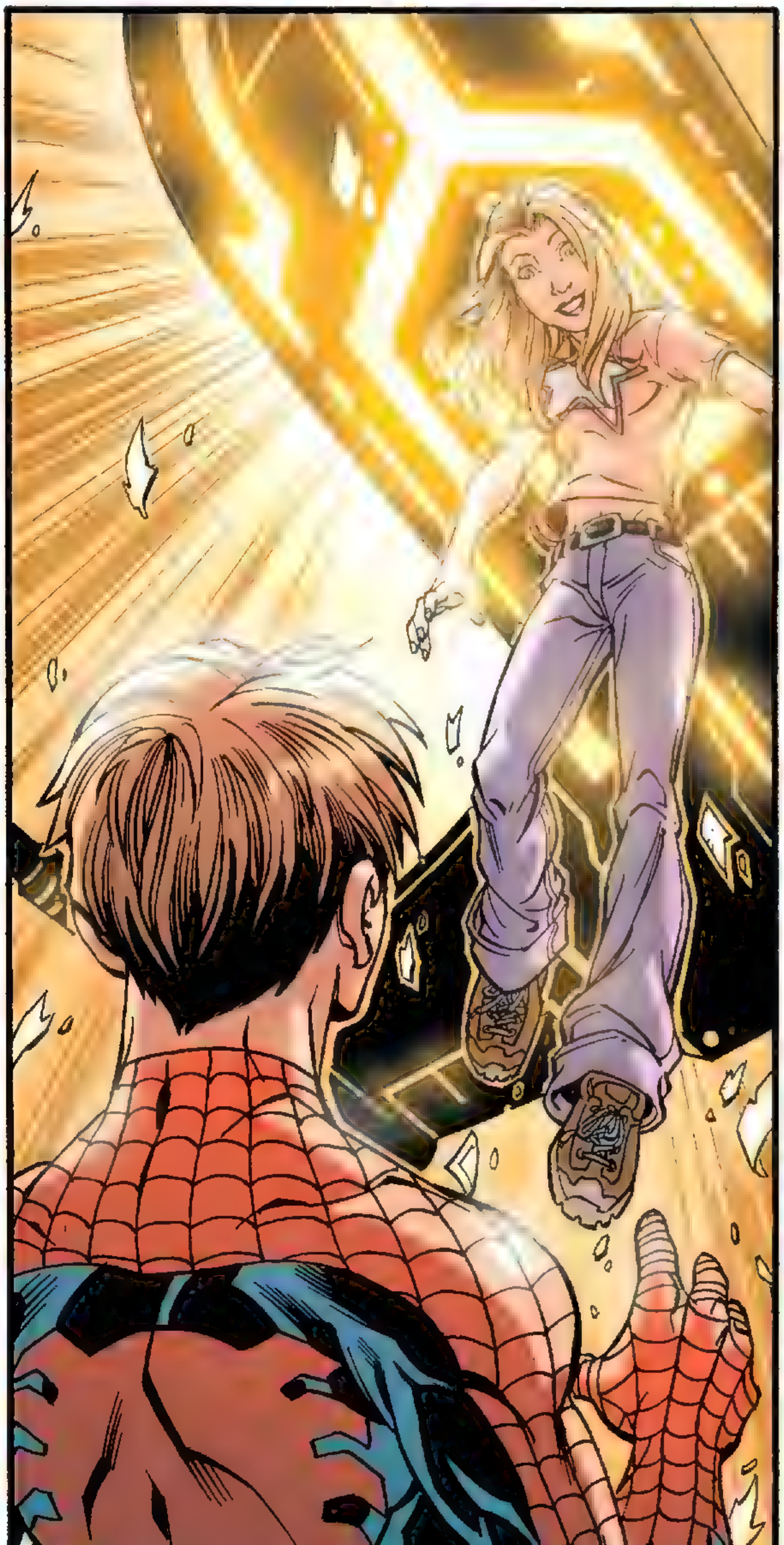
Okay?

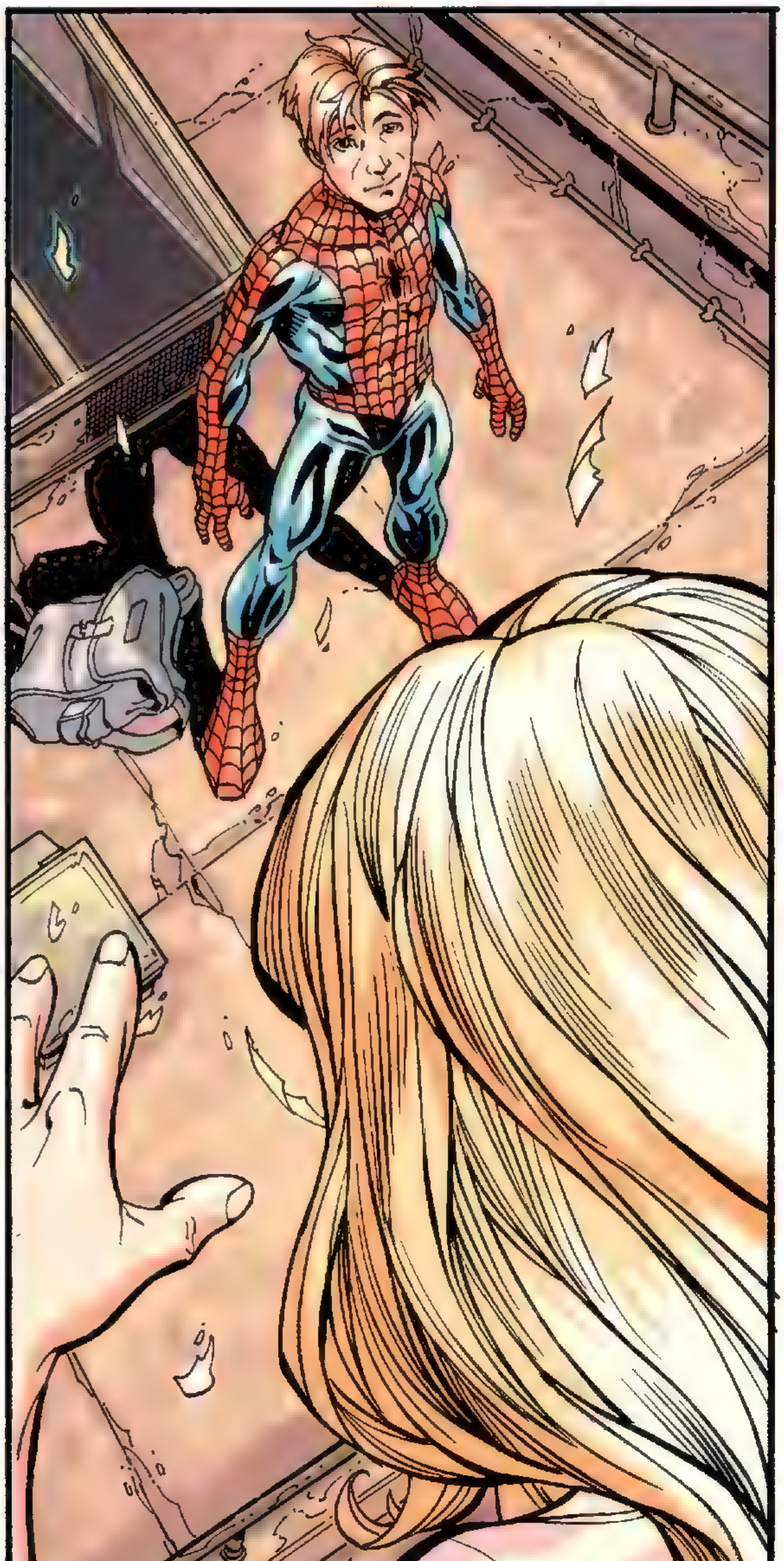
I mean, if you still want to...

...I just don't want you to think I didn't if you--









Wow.

Wow.

Wow. Wow. Wow.

Wow.

For once let's not screw this up, shall we?

I'm going to e-mail her right--

You've got mail.

JSTEELFURY	Update
Macchio, Ralph	FW: Question?
kpryde@xavier.org	we made yahoo
ura_winner	Did You Alredy W
lottoz	Claim your prize P
Postmaster@lovhjf	Status: Undelivera

CLICK

ULTIMATE SPIDER-MAN #86
"SILVER SABLE PART 1"

One month ago

ERT

DAMAGE CONTROL

Someone call about a cleanup?

WRECKER

Uh, yeah.

ROXX

You the guy who called?

Uh, yeah, I'm Jermaine Exum. I, uh. The insurance people told me to call you.

Yeah.

I didn't even know you guys *existed*.

We're in the book. So give me the rundown.

What happened here exactly?

Well...we were expecting a cargo ship dock and it was here on schedule...

But when it *got* here...

FRUIT

"It went kaboom!"

SS ROXXON

ROXXON

NOW THAT'S AN ENTRANCE!!

OKAY, SO, RAISE YOUR HANDS, YOU HOMO SAPIEN MONGRELS, YOU!!

WHICH ONE OF YOU WANTS TO BE THE ONE THAT SURVIVES TO TELL THE TALE OF HOW OMEGA RED TORE THIS PLACE TO THE GROUND!!!

Tell me you ain't dis crazy!?

Dis is my livelihood, you dumb %#&$!!

You lookin' for a beatin'??

AWWW...

IT'S CUTE THAT YOU'D TRY.

BUT DON'T MAKE IT SO PERSONAL--

--THIS AIN'T ABOUT YOU EVEN IN THE SLIGHTEST POSSIBLE...

THWAP

THE LOVE BOAT...EXCITING AND NEW!!!

Everybody, now!!!

KTANG

CAN'T BELIEVE I GOT SIDESWIPED LIKE THAT!

SPACHHH

You can't believe it...I almost wore that exact same outfit today...

...boy, would that have been embarrassing!!

SPLASH

SPIDER-MAN. FOR REAL?

THOUGHT YOU'D BE TALLER.

I thought I'd beyyYYIY!

WHAT ARE YOU? TWELVE?

÷Kk÷What are *you?* President of the Doctor Octopus fan--

VING

CAN'T STAND STUPID CORNY JOKING!

CAN'T STAND IT!!

NOW, WHERE WAS I?

OH YEAH!

THWIP

THWIP

Oh no!

SPACK

SPACK

SPACK

AAAGGG!!

YOUR BOSS SURE DO KNOW HOW TO TICK PEOPLE OFF! HUH?

My boss?

This...

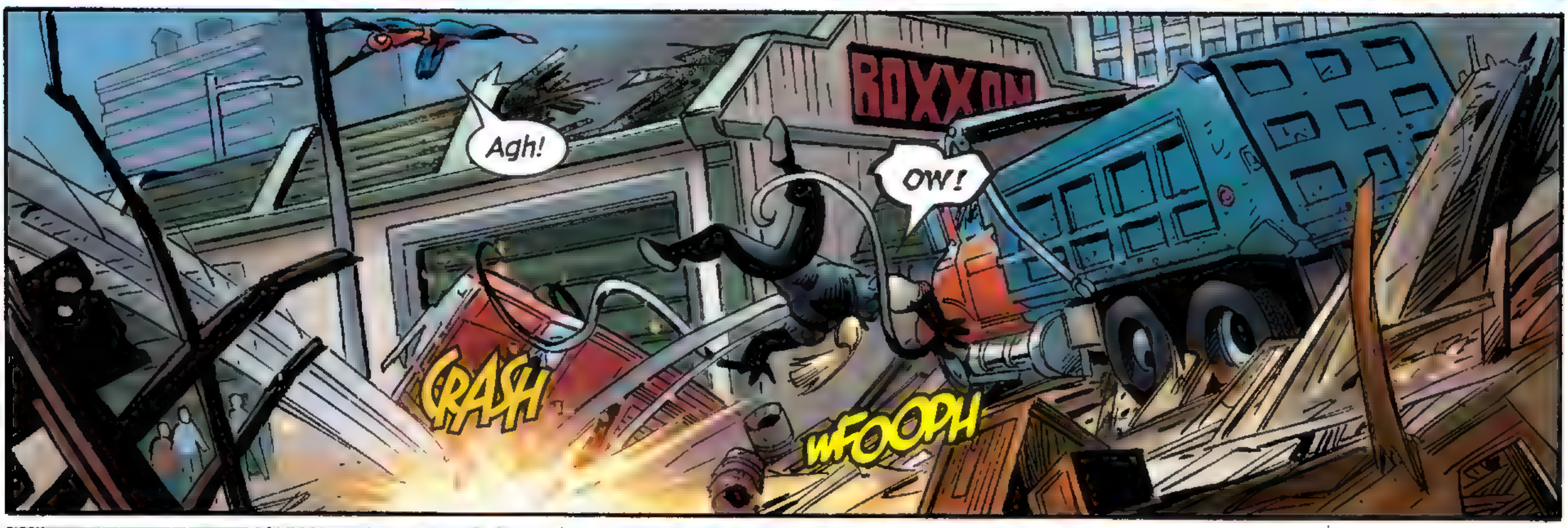
CALL ME A SICKO...BUT I LOVE THAT YOU IDIOTS DON'T EVEN KNOW WHAT YOU'RE DYING FOR...

I-I don't understand.

I KNOW. THAT'S WHAT I'M SAYING.

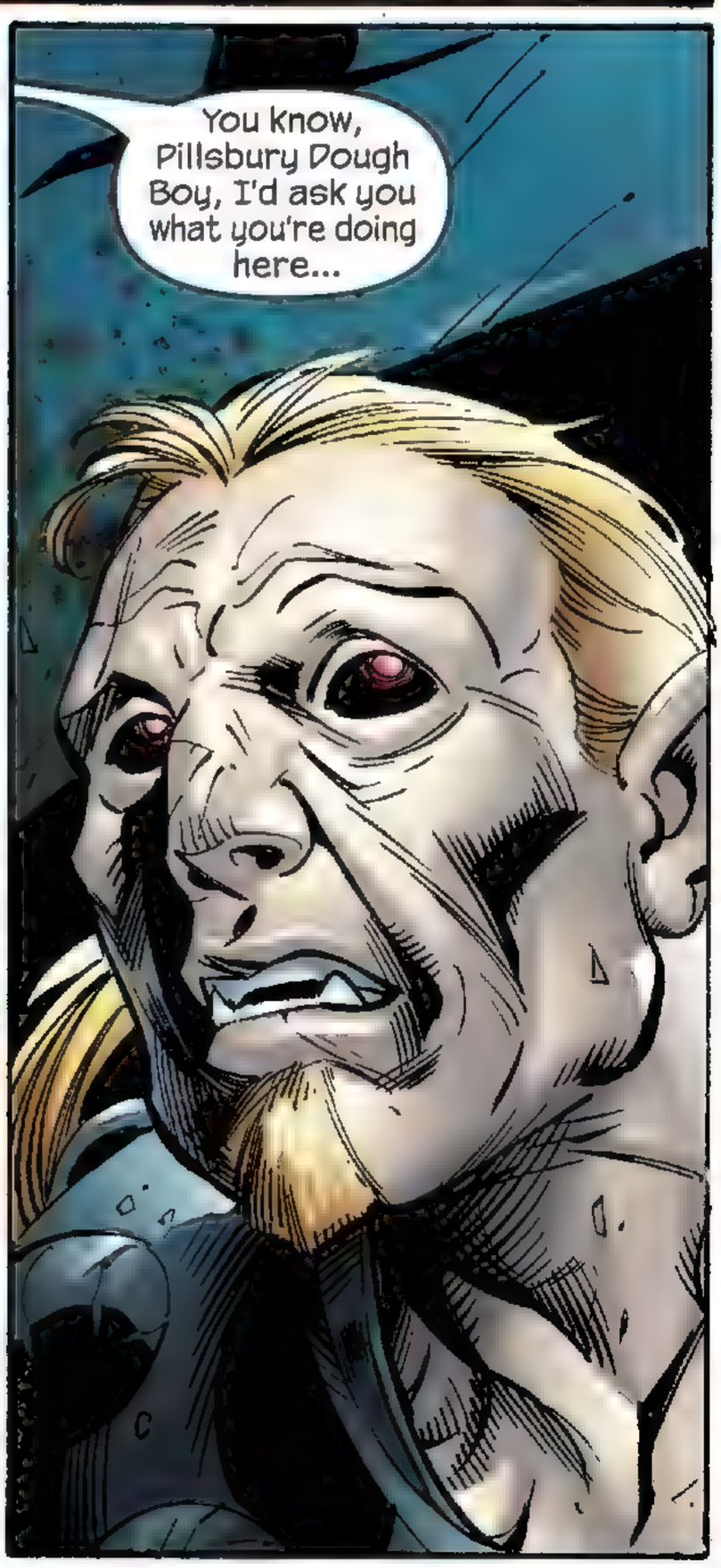
This...

...is going to completely hurt.


Agh!
ROXXON
OW!
CRASH
WHOOPH

SPASH

RRR...
A KID...
IT IS A KID. IT'S JUST A LITTLE...


You know, Pillsbury Dough Boy, I'd ask you what you're doing here...

But honestly...

I don't think...

I care.

YOU KNOW WHAT I'M GOING TO DO TO YOU WHEN I--

Shush!

IRFAS

Woof!

Uh, anyone got any Advil?

OW.

"I- I never seen anything like it."

Omega Red?

I didn't name him.

And Spider-Man?

Yeah! The cops came and Spider-Man...he just up and left.

And this Omega Red?

Cops called some federal agency--

S.H.I.E.L.D.

Yeah. And they took him away in this big round thing.

It's a Stark 554-alpha wave power neutralizer.

Uh, okay. I - I couldn't believe he was still alive.

Okay, I'm going to have to get you to get your people out of here.

We're going to do a full sweep of the area for toxins and then we'll start the cleanup.

Toxins.

Well, yeah, he's a mutant assassin. He might have sprayed you with any number of things.

Uh...

Don't worry about it.

Uh...what's this going to *cost?*

If your insurance is paid up... nothing.

This is a nightmare.

Eh. This isn't bad at all.

You've seen worse?

FRUIT

You see what the Hulk did downtown?

I heard that was a hoax.

What?

I heard it--

Sir?

Yes. Spider-Man.

That's confirmed.

Spider-Man.

Yes, sir, Mr. Roxxon.

This is the second time in a month that this Spider-Man person stopped an attack on my company.

Spider-Man...

And this other one?

According to those who would know... Omega Red is in S.H.I.E.L.D. custody.

All I know about him is he's a work-for-hire albino, mutant Russian that volunteered himself for some guinea-pig crap when he was in prison.

He's kind of new in the freelance world.

"Kind of new."

He blew up an entire cargo ship and a dock with it. I want to know why!

He's in S.H.I.E.L.D. custody. Even I can't get to him.

Spider-Man isn't.

What would you like me to do, sir?

I'd like to talk to this Spider-Man.

He ***knows*** who is attacking my company with these work-for-hire goons.

I want to know what ***he*** knows and ***how*** he knows it.

I'll need my men.

This going to cost me?

Um... yes.

Send me an estimate.

BOOP

Two weeks ago

Chen?

Chen!!??

I'm here, Powell.

Jeez, don't **do** that.

Of course, I'm here, I've been here for two weeks. Where **else** am I going to be?

Anything?

Are you serious?

You need to report at the top of the hour- it's nine minutes after.

If there was something to report, Powell, I'd report it.

Hey, don't get snotty. You're getting paid.

Barely.

That's the world of freelance, baby.

Powell, this isn't what I want to do all day, okay?

Stand here waiting for a guy in his tights to swing over my--

Boys!!!

Radio silence means what?

Sorry Silver, I was just trying to get the top of the hour.

You're still talking.

Hey, Silver, if the man wants to see Spider-Man so bad why doesn't he just rent the movie?

Did you see that movie?

I kinda liked it.

...guys.

Boys, I'm docking you if I hear one more word.
Uh, Silver?
I'm not kidding!!
I have him!!!
You have him?
C-confirmed! He's heading towards the Queensborough.
Wildpack, move!!
He's headed towards Queens! That's you, Quentino.
I don't- I- I see him!
I see him!

I'm on him.

This is Quentino. Does anyone know Queens?

This is Powell. Yeah, I grew up there.

I thought you grew up in Forest Hills.

I know Queens.

He cleared the bridge.

Stay on him! We're en route.

Uh...

Tell me something.

I lost him.

What?!!

He just dropped to the ground in between a couple of buildings.

You lost him???

He dropped to the ground, Sable!!

What should I do--jump out of my copter??

If you don't find him, I would.

One week ago

7-11

Got him!!

Location.

Hold on. He's heading towards the city.

Where'd he come *from*??

Huh.

Today

IPS

If I have to look at these high school hotties one more second...

You're disturbed.

Who lets their kid leave the house like that?

You need structure in your life.

Or a woman.

Sitting in this truck day after day waiting for a super hero isn't structure?

So, what's the call? Is he a teacher or student?

Teacher.

Super-hero teacher?

Super-hero student?

Guys!

He's on the roof.

Do you see- there!! We got him.

Oh wait! He just dropped by the dumpsters.

I can't get any lower with the power lines.

I got him. Sable?

Confirmed?

We got him.

Take him!

ZZZTTT

AAAIEE!!!

Report.

We- we *got* him.

Pull the truck around and let's get out of here.

We got him.

Bonus.

That's right, bonus.

ZZZTTT

Here's his wallet, Sable.

We should videotape him and sell it. You know how *much* the tape would be worth?

It's not the gig, Powell.

He's *sixteen?*

He is.

Spider-Man is sixteen?

He looks older.

Oh man. We *gotta* tape this.

We essentially kidnapped someone. And you want to tape it and hand it to the media?

Look at that, boss.

He's sixteen?

Where's the costume?

You, uh, you didn't say bring the costume.

I had to *say* bring the costume?

I...guess it's still somewhere in that alley. I'll swing by and get it after I scarf my burger.

Record's clean. Job after school...

His grades suck. Nothing out of the ordinary.

Anything about Roxxon? Any relation? Relatives that work there?

Nope. No.

Wake him up.

Nnn...

Good morning, Spider-Man.

You were not an easy man to track down.

What- what did you call me?

Yes, yes...

In the grueling process of locating you...we *did* sort of kind of unmask you...

Sorry about that. I know you were trying to hide it for your own reasons. I respect that. But...

Who are you?

Spider-Man?

I'm- I'm not Spider-Man.

My- my name is Flash Thompson. I go to high school.

You're not in trouble and we're not going to hurt you.

We just need to talk to you. Actually the man who *hired* us wants to talk to you...

And because of the oddball nature of your dual life as Spider-Man, we really didn't have any other way of...

We know. And it's okay.

You can drop the secret identity shtick.

We *know* who you are.

Is this a joke? Are you pranking me?

I'm- I'm not Spider-Man!!

What? Is this gonna be on MTV?

I- I go to high school...

I'm not...

Stand him up.

Ah!

FLCK

I- I really don't understand. I was just--

WHACK

CRASH

That.
Is.
Not.
Spider-Man.

ULTIMATE SPIDER-MAN #87
"SILVER SABLE PART 2"

Midtown High School

What the hell are you so happy about, Peter Parker?

What the hell are you so happy about!!!?

You break up with me and now you're sitting there *smiling??*

It's one thing if you want to be as *miserable* as me--

--but don't just *sit* there with a stupid smirk on your face!

WHAT THE HELL ARE YOU SO HAPPY ABOUT!!???

Dating an X-Man.

Look at me.

Pretty cool.

Pat yourself on the back, Mr. Parker.

(If you could still move your arm enough after being thrown through a building by an eight-foot-tall mechanical rhino.)

Uh, ow.

But, hey, Kitty Pryde.

(I have to find out what her real first name is.)

Is it Kitty? It's probably Kat.

Catherine. Cathleen.

I wonder if I could tell my aunt that I'm dating one of the X-Men without her getting suspicious about my double life.

I mean, Kitty *is* my age and cute and funny.

It's not *impossible* that I could have met her at the mall or something.

It's not *impossible* that I could date her as Peter Parker.

I mean regular people *do* date semi-famous mutants. It *does* happen.

It doesn't mean that I'm Spider-Man *necessarily*.

But... come *on!*

How many weird, unexplained things do I have to dangle in front of Aunt May's face before she puts two and two together and figures things out?

Just because she's in, like, total denial about me not being seven years old anymore--

--and not even being in the mind-set to comprehend anything like the idea of me being Spider-Man...

...doesn't mean I have to flaunt my nonsense in front of her face.

"Oh honey, you're dating a little mutant super hero and are always coming home through the ceiling and have cuts and scrapes on you and your best friend's father is a big green goblin and your other best friend was killed by a super-villain in our backyard...

"... but I'm sure it has nothing to do with you."

Psst, Flash!

Peter, you seen Flash?

Flash Thompson?

Wait, let me check my underwear.

Well...

I don't have an atomic super wedgie so I guess that means I haven't seen him.

That is so weird. He isn't answering his cell.

Maybe he left you for another sidekick.

He always answers.

Maybe he left it at home.

No, he has it on his belt like... the guy with the belt...

I don't know what we're talking about.

He *loves* his phone. He didn't make it to school and he isn't answering.

I'll try it one more time.

TOYOTAROLA

Maybe he's sick and just... napping.

Maybe.

Maybe this is your opportunity to form your own identity.

Who's going to be man enough to take *responsibility* for this?

Sable, listen...

That sounds like the beginning of a story. I didn't *ask* for a story.

I asked who of you, my trusted men of honor, my Wild Pack, are going to take responsibility for kidnapping this- this- this little boy named...

Fred Thompson.

Who is barely a man, let alone a Spider-Man.

The gig *was* Spider-Man.

We all understood that, yeah.

Sable!

Sable, just listen. Quentino said the kid was up on the roof of the school.

She said he dropped down behind the dumpsters.

I did. Clear as day.

He did!

We went to the dumpsters and we took him.

So...

What?

Happened?

Huh?

I dunno.

I still think it's him.

You want a slap?

Just tell us what do you want us to do, Sable.

Your mistake. You get rid of it.

It's just a kid.

What do you want from me? This wasn't *my* mistake. I didn't do this.

Sable.

Get rid of it, *now*.

He's seen our faces. We'll have to leave the country again.

I'm not going under the knife again. Not like after that Latveria thing.

I'll do it. I don't care.

Big man.

I *don't* care.

You *should* care.

Everyone's ready to cash the check come time, but when the job gets hard...where *is* everyone?

I say we just dump him back at school.

We- think about it- we didn't say *anything* incriminating--

Sable's right. The kid's got to disappear. Chen, help me.

No.

No, what?

Hey, this was your %$#@ up as much as--

I'm not whacking a *kid* just 'cause. *That* wasn't the gig.

--mine--

WHAP

Agh!

Off!!

BAM BAM

MOVE!!

Spread out!

Spread out!

This isn't good.

Well, oh my goodness.
Surprise.
What are you doing here, Kitty?
Surprising you.
I am surprised.
Then my job here is done.
Seriously, what is this?
I was sitting in the X-Mansion, bored and lonely and thinking I would rather be here...
...and so, I guilted Storm into flying me over here so I could spend two hours with you.
Wow.
I know.
So...what are you doing now?
Calling work and telling them I'm sick.
You don't have to do that.
I know.
But we...should get out of here. The sunglasses are the lamest disguise ever.
That's a disguise?

A shocking story out of Queens today...

A Midtown High School varsity player was abducted in broad daylight by a gang of self-styled mercenaries...

...reportedly mistaking him for Spider-Man.

Here's Chris Busse with the report.

I am standing on the steps of the county sheriff's office where sixteen-year-old Freddie Thompson...

...a junior at Midtown High School...

...is being questioned by police officers after a grueling day being held prisoner against his will.

Chris Busse Eyewitness News, Sheriff's office.

Mr. Thompson was abducted off the grounds of Midtown High School by unknown assailants.

He was then taken to an undisclosed location where he was held prisoner and beaten.

Mr. Thompson escaped during what he described as "bickering" amongst the group over whether or not he was actually Spider-Man and ran, on foot, to his mother's workplace.

Sheriff Mike McNeely press conference

Is there any evidence to back up the child's claims?

The school security cameras confirmed portions of the story and there were markings on the boy that were in no way self-inflicted.

Why did the abductees think that he was Spider-Man?

I have no idea.

Does Spider-Man go to that high school? Does he teach there?

Now how would I know that?

I don't know anything about this Spider-Man guy. Never met him. Never spoke to him.

As far as these kidnappers...

We are compiling descriptions from the young man and will work closely with the FBI to pursue these criminals to the fullest extent.

Is the boy all right?

The boy is fine. Shaken up and a little bruised, but he's coherent and he's been a tremendous help to us.

In fact, I have to say, this is about the bravest thing I have ever seen a civilian do.

Kid's a hero.

Well, at least we don't have to whack him. He already gave them our faces. Nothing more he can do.

And that's funny how?

Did Roxxon call back?

Good night, Mr. Roxxon.

Good evening, Sir.

You don't return phone calls anymore?

I was done speaking with you.

We're in the middle of a delicate transaction.

You need commitment.

Commitment to what? To what you did today?

Am I expected to *pay* you for that?

Sir???

Go for a walk, Michael.

Sir, I had no idea there was--

Out of the *car, now!*

I called to tell you that, yes, we hit a bump but that we are fully committed to the assignment.

A bump?

It's not like there's a set way to do what you asked us to do but we--

No offense, Sable, but clearly your reputation was overrated.

I'd just as soon part ways.

My reputation is everything to me.

We'll finish the job for you. Comped.

No charge.

We'll find Spider-Man and we'll find out who is sabotaging your businesses.

Comped?

Comped.

Okay. You have three days.

After that- I hire someone to clean *this* mess.

A seven-foot rhino?

PARKER MAIL

Coulda been eight-foot.

An eight-foot rhino?

What can I tell you?

There was an eight-foot rhino running around New York.

Yes.

A real rhino?

SPIDER-MAN

Don't be silly. It was a guy ***dressed*** as an eight-foot rhino.

A big metal rhino... thing...

Trashing the city?

Yes.

I couldn't tell you. Says the guy who dresses up as a spider.

Why? Why would someone do that?

You'd think that would be on the news.

Eh. The media.

You saved the day there, right?

This time it would seem so, yes.

Wow.

You've had your share.

No rhinos.

RING

I had no idea this would impress you so much.

RING

Do you have to get it?

It might be my aunt.

RING RING

Yello?

Hey.

Oh, uh, hi...

Are you watching TV?

What's on TV?

What was that?

Something's on TV.

Good morning, it's been a wild twenty-four hours for our next guest.

Held at gunpoint, beaten, and kidnapped, and all because the assailants thought he was Spider-Man.

That's just the beginning of the fantastic tale of heroics our next guest has been through...

ABC

So, a Today Show good morning and welcome to sixteen-year-old Freddie Thompson, and his mother, Sonny.

Uh, I guess.

Now, Freddie- you must be the talk of your school.

Now why do you think these kidnappers mistook **you** for Spider-Man?

Well, uh, from what I overheard, they thought that, uh, Spider-Man, went to my high school.

Or maybe was one of my teachers or somethin'.

WSB NEWS

WGST

5

SCHOOL

I've known Flash for years. I had no idea he had it in him.

Is he Spider-Man? Ha! No.

LIZ ALLEN, STUDENT

There will be an emergency meeting of the parents' council to discuss security.

ROSS ANDRU, PRINCIPAL

Spider-Man does go to this school, oh yeah, everybody knows it.

TANDY BOWEN, STUDENT COUNCIL PRESIDENT

What? No.

I had not heard that the Thompsons were considering a lawsuit.

Where did you hear **that**? They said that on TV?

ROSS ANDRU, PRINCIPAL

Yo, not only am I like his best friend--

--but I actually had a line in the Spider-Man movie.

(You don't recognize me?)

KENNY McFARLANE, STUDENT

NEWS

Can you believe it?

Do you know what happened?

No, MJ, I- I really can't.

No. Nothing.

Shh!

Was someone trying to kidnap you?

I know.

Seriously, the microphones.

I know- I whispered.

This is a whole *new* nightmare.

How did they know you went to school here?

Well, I'm not exactly known for my ability to keep my mask on during a fight.

You should lay low.

And lay low I shall. Costume stays in the backpack. Except--

Shh!

--for finding out who did this and why they want you and--

Flash Thompson.
He's going to get rich off of this, isn't he?
It's the world we live in.
Everyone's getting rich but me.
YODA
LIVE
U.S.A.
Flash Thompson: Spider-Man.
I know.
Flash Thompson: the hero.
I know.
And you know he was all crying for his mommy.
Hey, why'd you hang up like that?
You had company.
Oh.

Yeah, so, I'm not retarded, okay?

LADIES AND GENTLEMEN, CLASS STARTED FIVE MINUTES AGO!

PARTY IS OVER!! LET'S GO!

LET'S GO!!

I just suck.

What would I say to her? There's nothing to say.

There's nothing I can do.

We couldn't be together because of Spider-Man but I *can* be with Kitty.

She has powers. She can take care of herself. If someone throws *her* off a bridge, no big whup.

GO TEAM GO!!

And I'm obsessing over this when I should be obsessing over the fact that someone tried to kidnap me from my school in broad--

Excuse me...

Could you open your sack, please.

Uh, what?

Random bag check.

Open it up.

Today.

BAND GEEKS UNITE!

ULTIMATE SPIDER-MAN #88

"SILVER SABLE PART 3"

Wow, are we so entirely screwed.

7-11

So screwed.

NBC

NBC NEWS

Sable, the media is--

It's all over the TV!! How are we supposed to find Spider-Man now?

Exactly.

There will be an emergency meeting of the parents' council to discuss security.

ROSS ANDRU, PRINCIPAL

Sable, what's the plan?

Sable?

Oh, Sable?

I'm working on it!!

ROSS ANDRU, PRINCIPAL

Could you open your sack, please?

Random bag check.

Open it up.

Who is this?

Parker, right? Peter Parker. Tenth grade.

Kid, the bag.

CHOMEN

Today!

Kid, you got anything you want to--

Whoo!!!

Look at me!!

I'm Spider-Man!!

LOOKIE-DOO!!!!

I'M SPIDER-MAN!!

WHOO!!!

LOOK AT ME, I'M SPIDER-MAN!!

WHOOHOOOO!!!

Hey!!!

WHOO HOO AND SHABABADOO!!!

HEY EVERYBODY, SPIDER-MAN IS HERE!!!

IT'S TRUE!! SPIDER-MAN IS HERE!!

I'LL BE TAKING QUESTIONS FROM THE PRESS IN A MOMENT--

BUT FIRST I WANT TO CONFESS TO YOU MY TRUE IDENTITY!!

I CAN'T HOLD IT IN ANY LONGER, I MUST REVEAL MYSELF TO THE WORLD!!!!

My real name is Mark Raxton!!

And I am Spider-Man!!!

I also play guitar in the as-yet-unsigned band, *Molten Man*--

--and we'll be playing Friday night at the Romita!!

FRIDAY NIGHT, MOLTEN MAN!!!

WE ARE THE MOLTEN MAN!!!

Stop this!!

Get this out of here!! No!! Let go of him.

So close.

So close.

No!!

NEWS 12

You can't be here. They're watching.

They're looking for you!! The people who kidnapped Flash.

They're looking for you *right now!!*

You can't *be* here.

You were really fooling yourself, Peter Parker.

MARKET

Just fooling yourself.

It's over.

You were sloppy and it's over.

The entire school is under siege. Your classmates are getting kidnapped. Gwen's dead. Harry's gone.

It's *over.*

You actually walked into school with a bag full of costume.

You actually swung up onto the roof of school in broad daylight and changed your clothes.

You're an idiot.

Idiot!!

All the people that have seen you with your mask off, you're lucky you're not ***dead.*** You're lucky ***Aunt May's*** not dead.

Aunt May.

Aunt May.

It's over.

Just bite the bullet.

Stop being a baby.

MAY PARKER

GIVE YOURSELF ☺ A HUG! ☺

HAVE A NICE DAY

Well, you tell Dan, I'm not going to- oh my God, Peter??

Peter??

??

Why aren't you in school??

Are you sick? Did you get kicked out of class?

You're scaring me.

Sp- Spider-Man.

I don't understand. Peter, did you get hurt?

No. No listen- okay. Just- the TV. Did you see what was on TV?

No.

Yesterday.

Yesterday Flash Thompson was kidnapped.

MAY PARKER

OURSELF A HUG!

What?

From school.

He was kidnapped off of school grounds?

Yes, and I--

Oh my God. Are you sure?

Yes! It's on TV. He was on TV. The camera people are there right now.

Did they find him?

Yes, he was--

Is he okay?

Yes.

Who did it? His father or--

Listen, will you just *listen*?!!

They thought- these people kidnapped him right out of school because they thought he...was Spider-Man.

Little? Aunt May, he's like six-foot--

What? Little Flash Thompson?

Why would they think he was this Spider-Man?

Because they figured out that Spider-Man goes to our school.

Because they were following him--

They were following Spider-Man and it led right back to my school.

Right back...to me.

They were following Spider-Man and- and it led right to me.

RKER

ELF

Spider-Man.

I was wondering when we'd get to this.

Sweety, Spider-Man...

...is a horrible, horrible person.

A coward.

Just a... despicable coward.

You *see* that, right?

You don't think I've thought about this? I have.

And I know now that whoever this idiot is- he's just an angry little troll who runs around and does whatever he wants--

Why do you think he *wears* a mask? A *coward* wears a mask.

Cowards wear masks.

One day he's helping people, the next he's hurting people. He's insane.

Okay?

And we don't live in fear of people like that.

Spider-Man. This whole thing makes my skin crawl.

That poor boy, they kidnapped him?

Sweety, listen...

I have someone I talk to. A therapist.

You do?

Yes. At lunch, once a week.

All this insanity we've gone through- Uncle Ben, Gwen, her father. It's all been... too much for me sometimes.

And I think- I think it's getting to you too.

I didn't know you talked to a--

Sweety, even before this thing today- you've been cutting class, sneaking out...

I've been cutting you slack because I totally understand you need to find yourself and I've just been off to the side here- sort of rooting for you.

But look at you- you're covered in sweat, catching your breath, you're having a full-out anxiety attack.

That's what this is.

Now granted this thing with Flash, this is insane that this happened and if I knew about it, I'd come down there and yank you out of school myself.

You're not going to learn anything there today.

But besides that- I don't know if this Spider-Man goes to your school or not, but I want you to know that he is not a part of our lives. He ***won't*** hurt you.

And I refuse to let people like that dictate the course of ***my*** life.

And, I don't know, maybe you should talk to my therapist. Will you give it a shot?

Maybe.

"So you chickened out."

Completely.

It's for the best.

I didn't see it coming, Kitty.

I didn't know she had an opinion about Spider-Man either way.

It's not time to tell her.

When will it be time? When a SWAT team comes barging through my ceiling and ***arrests*** me?

*Why would they **arrest** you?*

I don't know.

Dude, it was a close call. Okay?

Ha!

You'll know when it's time to tell her.

I didn't tell my mom I was a mutant for, like, a year.

You know how I told her? I accidently fell through the ceiling. That's how I told her.

And you know what? She lived. She's dealing with it.

She ***hates*** Spider-Man. She's my whole family and she hates Spider-Man.

She won't when she knows the truth.

Ugh!

I should tell her and just get it over with.

You'll know when it's time.

You know what? You'll save the planet from some big Earth-eating alien and everyone will love you.

***Then** you'll tell her.*

I should just put the thing in the garbage.

What?

The costume.

You tried that.

Yeah. That didn't work.

*You know what you gotta do- you gotta take the fight to **them**- will you get out of here??!!*

What fight?

Hold on- get out of here!
Who's-?
What? I was just--
OUT!!
God!!
They just barge in here without knocking!
Who?
Babies. Trying to accidently "sneak a peek."
Real mature!!!
What fight? You said "take the fight to them."
Whoever's looking for you- the kidnappers. Go find them.
Can't be too hard. They're looking for you. Just look behind you.
Someone is trying to kidnap me.
I almost glazed over that part.
You don't know anyone who can help you find them?
Hold on.
SPOK
OW!
Take the fight to them.

That's *it?*

Well, Mr. Thompson, that's how--

That's low. That's too low.

This is the best offer.

I don't understand. Where's the money? You hear about people getting a million dollars for their story.

That's movies. This is TV.

A hundred thousand dollars?

If two networks started bidding, *then* we could get it up, but with one offer on the table and a deadline in which it will be pulled *off* the table- I suggest we take it.

Hundred thousand. Pff!

Mr. Thompson, your son got good press with this kidnapping and this Spider-Man business. But it's going to be yesterday's news tomorrow. You gotta grab what you can.

Sounds like a lot of money to me, Dad.

Well, it's *not!*

Whack off half for taxes and his ten percent and it's now forty thousand.

Still a lot of money.

Excuse yourself. Grown-ups talking.

It's more than *you* make.

Flash Thompson.

GIANTS

SHWAP!

Mmff!!

Okay. So...

Sorry you got kidnapped and all that.

But I need you to tell me everything you told the police about the people who kidnapped you- who thought you were me.

Where did they take you? What did they want from me?

You know, when the webbing dissolves.

Okay, this is where my kidnappers took Flash...

But why?

What to do? What should I do? Go in? What if it's a trap?

I should just go home.

Making Flash wet himself and almost being stupid enough to *"out"* myself to Aunt May is certainly enough for one day.

Man, I really *did* have an anxiety attack. Wow.

But I do think Kitty's right.

If I take the fight to whoever this silver lady and her backup band are...

Than I can wrap this up and try to go on about my life.

I'd like to have my nervous breakdown with little to no distraction so I can really savor it.

So they took him here and tried to talk to him/me? About what?

Is there any way it could be a good talk?

Maybe it was a *"hey, here's a million dollars and a basket of chocolate-covered popcorn"* talk?

Whoa! Spider-sense just went...

ZZZAAT

Goofy!

Damn, so close!

Not really.

POING

AW!

Well...

FIZZZZZ

FIZZZZZ

FIZZZZZ

FIZZZZZ

FIZZZZZ

Wow.

You guys got all kinds of toys, don'tcha?

Nuts!

Ha!
Ha yourself!
Ha!
You--
Ha!
--can't--
Ha!
--win--
Ha!
--at--
Ha!
--this.
Ha!
I--
Ha!
--have--
Ha!
--spider--
THWIP
THWIP
Gack!
TACK
--powers!

Wagh!

No offense or anything, guys...

SPACK

I might have to bail...

THWIP

Don't!

You guys are so beneath me--

Too fast.

Gah!

I'll be embarrassed to tell anyone I even was up here.

OW!

Seriously, this is an all-time low for me, and I've fought Kraven the Hunter.

Ow!

Now, what do you have to say for yourself?

They were just following orders...

There's a certain someone who has paid us a lot of money to bring you to them.

That's all.

Nothing personal. And we're not trying to hurt you.

Oh, well, why didn't you just say so...

THWIP

THWIP

You guys suck.

Entirely.

I mean, there is not one area of this whole thing you tried here that you don't suck at.

Maybe hair care. *That* you seem to have down.

But this other stuff with the kidnapping and the attacking me...you *totally* embarrassed yourself.

You should- *maybe* you should be fighting someone along the lines of Ant Man.

That's about the level you're at.

And now, to top it all off, I am going to use your *own* cell phone to call the police and have you thrown in *"stupid people jail"* where you will have to sit next to Omega Red for the rest of your life.

We're not here to kill you.

Kill me/kidnap me- whatever.

We're not trying to hurt you in any way. We were hired to find you and bring you to someone.

Uh-huh.

BOOP BOOP

Our employer would like to speak with you.

Is your employer... Kelly Ripa?

No.

Then I'm not interested.

Spider-sense.

Huh.

Hmmm...

BOOP

AAAG--

Done!

CLUMP

Ha!

What's an Ant Man?

Cut us out of here. I want to wrap this up tonight.

I, uh--

I left my knife in the van.

ULTIMATE SPIDER-MAN #89
"SILVER SABLE PART 4"

Once upon a time...

There was a little girl named Silver.

She was a very angry girl.

Some say it's because her father was never home to give a little girl the love she needed.

Some say it's because her mommy drank a lot and was mean to Silver for no apparent reason.

Either way, Silver had a lot of anger and she took it out on just about anyone she could get her hands on.

When Silver was older, a big, bald man came to her house and told her that her father was sick and on his deathbed.

And his dying wish was to see his only daughter.

Silver went to see her sick father even though she was still really, really angry at him for never coming home.

But when Silver saw her father lying there at death's door...

She was instantly overwhelmed by a need to help her father.

To save her father.

But it was too late.

Before her father died, he told Silver why he was never home for her.

Daddy was a Nazi hunter.

He dedicated his life to tracking down war criminals who had tried to sneak away from their crimes.

They were hiding everywhere.

From the jungles of Brazil to the streets of Europe to the heartland of the United States.

He told young Silver that Nazis had killed his father and that he didn't think it was fair that just because a man had a lot of money he should be able to hide from the horrible things he had done.

Daddy said that this was so important to him that he had to do it even though it meant being away from his beautiful daughter, who he loved more than anything.

She heard her daddy whisper to the angels that he didn't want to leave yet.

That he wanted to teach his daughter everything he knew.

But the angels didn't listen and they took daddy away.

Silver watched her father die.

She held his hand as it turned cold.

Silver turned to her father's friends and said: "Teach me everything my daddy taught you.

"Teach me how to find men who don't want to be found.

"Teach me how to be my father's daughter."

The men said: "It's not that easy."

The men said: "Sometimes you have to take jobs just for money...

"To pay for the work that means the most to you."

Silver said: "I don't care.

"I'll do whatever it takes to do my father's work.

"Just teach me how to do it."

"Teach me how to find men who don't want to be found."

Mr. Roxxon, this is Spider-Man...

He's smaller than I thought he'd be.

I explained to you when we tracked him down to that high school that he was either a student or a teacher.

Just in the numbers- odds were on student.

Take that stupid mask off his head.

No problem.

Wow. Wow wow wow.

He looks so young.

I have a son not a year older.

Would you like me to wake him up?

M- maybe this was a mistake.

He's not hurt. He's just out.

If I may- there's nothing he can do to you publicly.

If he runs to the cops he has to *"out"* himself. Clearly he doesn't want to do that- hence the full-body stocking.

Okay, okay.

Wake him up.

Ffftt!! Agh!

Coff!

Spider-Man?

I'm sorry for the inconvenience.

But I was so desperate to talk to you.

Uch!

My mask is off, isn't it?

Who are you?

Who are *you?*

You don't know me?

No.

You don't know who I am?

No.

Then, I don't understand- then why have you worked so hard to save me and my company from those who would choose to destroy it?

Uh... what?

You've- you know that on numerous occasions, you have single-handedly saved my company and employees from vicious attacks.

I have?

Uh-oh.

I highly recommend we get him--

I want out of here!

I mean it!!!

Listen- just listen-

I am under siege.

My family. My company. Everywhere I turn.

I am being terrorized by costumed mercenaries and you- you have been the only one there to stop it.

How do you know when I'm going to be attacked?

What is your connection to Roxxon Industries?

Dude, *you* listen...

I have no idea what you're talking about!!

Okay!! You people see that?!!

You see what I just did to him?

Huh!!?? Spider-Man!! Right here!! Who did that?

Me!!

Guy pops out of nowhere and gets in the middle of my #$%^ and what happened to him!??!

Anyone else in the room got any powers they want to throw down on me!!??

No, look, look.

ROXXON LABORATORY SECURITY FILE FOOTAGE

Okay, yeah, that *was* me. But...

What are you? Twelve?

What are *you*? President of the Doctor Octopus fan-

Um-

I was just swinging by and tried to do the right thing.

You know... the *right* thing.

The thing opposite of what you did here with the kidnapping and the electrocuting me.

I didn't even look at the logo on the buildings.

I don't know you- I was just trying to help people not be killed by idiots.

You have nothing to do with me?

I don't even know who you *are!!*

And if I may- let's say I *did* save your stuff... *this* is how you *thank* me?

Yeah, I wonder why people would be dressing in bad costumes and attacking you.

Now I want to and I'm the good guy...(in a bad costume).

Man, will someone put my mask on!!

GOD!!

What do *you* think?

We can run his prints.

I hate you all.

See if he's lying.

Do it.

Come on!

Just hold still.

Come on!!!

MMMMMMMM

Cool toy.

What you got?

Wireless Starktech 535SpyScan. I tinkered with it so it hooks onto a global server hacker system.

Cool.

And easy.

Can I check my e-mail on it?

When I'm done.

Server connected.

Scanning for match.

Hold....

The Triskelion:
Headquarters and home of the Ultimates, the U.S.-sanctioned superhuman task force created by Nick Fury and S.H.I.E.L.D.

BOOP

Um, Colonel Fury?

I'm busy.

Sorry to bother you- but we have someone trying to run an unauthorized fingerprint matchtest.

Whose prints?

How? What?

The high level alert went on. Who is Peter Parker?

Triangulate the location and send a stealth recon team.

I want an on-site report. But do not engage.

Yes, sir. But who is Peter--?

Are you out of your mind?

Oh, uh, yes sir.

Uh, Sable.

What?

Um...we're being triangulated.

How? You were running a match on the Spider-Kid and--

Wild Pack, move!!

Jeez!

What is--

SMASH

This place is burnt. This is done. Your little friend's connected!!

What? Who?

S.H.I.E.L.D. or the Feds!! And I'm betting S.H.I.E.L.D.

You know what S.H.I.E.L.D. is? You know who Nick Fury is? Of course you do.

That means he's ***tagged***. He's on the list. He's protected.

S.H.I.E.L.D.'s going to be on our butt in five minutes.

What- what do we do?

Once upon a time
there was a little boy
named Donald.

Donald was a
very rich boy.

His father was
very rich.

His grandfather
was very rich.

And his great-grandfather
was even richer than that.

Donald didn't need money. He always had it and he always would.

So Donald didn't have to try hard at anything in life.

Life was great for him whether he tried or not.

So Donald didn't work too hard in school. He didn't work too hard at anything.

He just tried to have a good time.

WHITE SNAKE

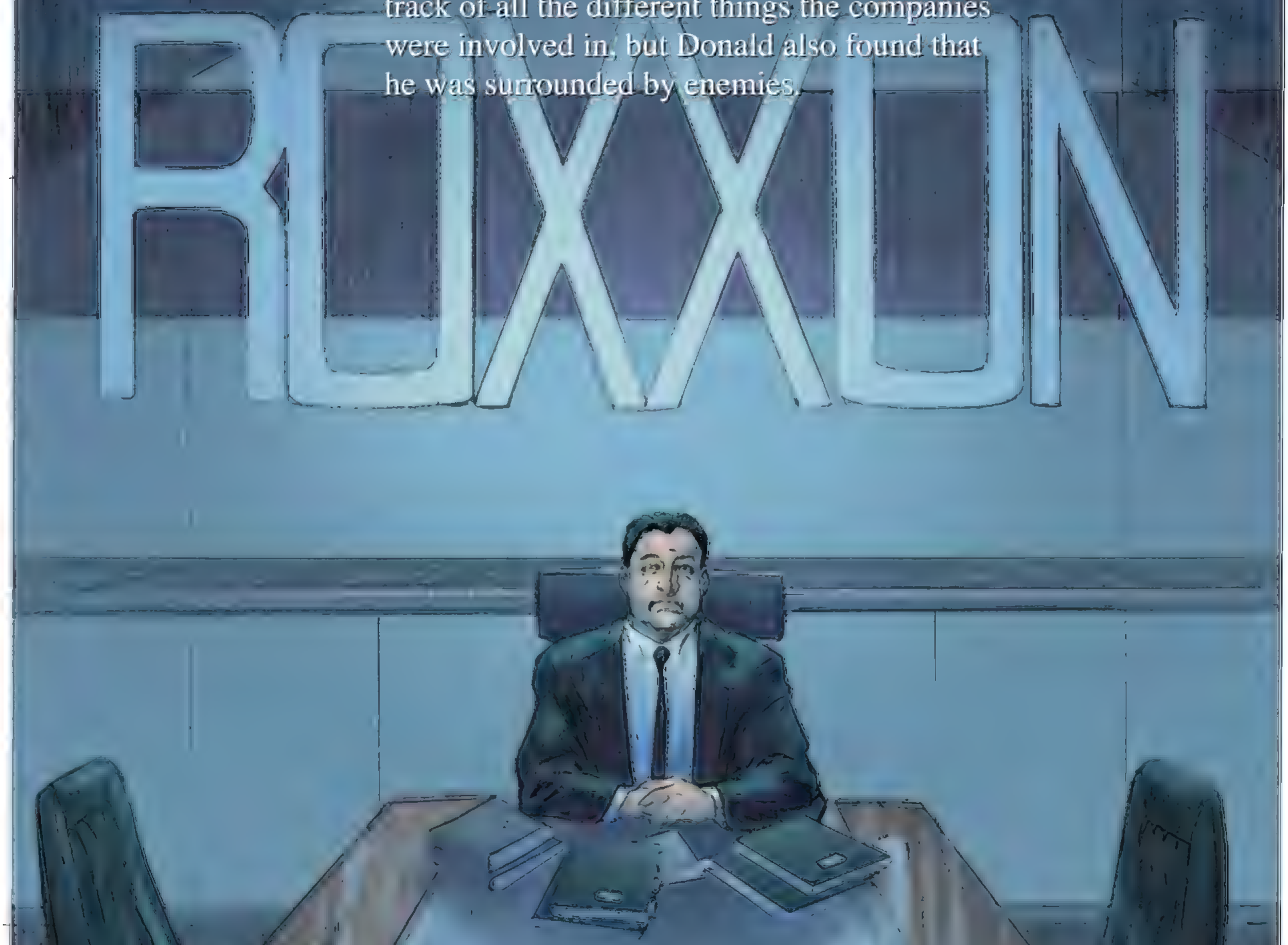
But when Donald's father died he left the entire multi-conglomerate pharmaceutical empire to him.

Which surprised Donald a bit, because he was pretty sure his father hated him.

It also meant that Donald had to grow up very, very fast.

Donald realized that
maybe he should have
studied more in school.

Because not only was it very hard to keep
track of all the different things the companies
were involved in, but Donald also found that
he was surrounded by enemies.



Everywhere he looked, men--
cruel men, like Norman Osborn
and Justin Hammer--were
making his life a living hell.

His own Board
of Directors was
against him.

And because of this, Donald
had to make a lot of tough
decisions just to keep his head
above water.

Donald often wished he could just go play on his boat.

He really likes his boat.

What are we- what are we going to do?

We? We bail! We're leaving the country.

And I have to say- you mention our names to anyone about anything and we'll find *you* a lot faster than we found *him*.

But--

Good luck, Mr. Roxxon, sorry this went down the way it did.

Wild Pack, move!

Just leave him here?

S.H.I.E.L.D. will pick him up.

But he's seen us. You have to finish this.

He's seen my face. He can incriminate me!!

It'll destroy everything.

What do you want me to say? You hired us to do a job. We did a job.

Man, we're going to have to get plastic surgery again, aren't we?

NO! WAIT, WAIT!!

Wait! You can't leave like this. Someone needs to answer for this!!

Mr. Roxxon, you're--

You won't get the rest of your money! I'll make sure you--

Oh!

You'll pay us in full.

Okay, okay, just wait! Just help me get rid of--

Uh, guys...

You gotta give it to the kid, that's pretty damn impres--

Shhh! You guys hear--?

Agh!

$%#@!

Once upon a time there was a little boy named Peter Parker.

Peter had an Uncle Ben who taught him a very valuable lesson.

That with great power there must also come great responsibility.

It's a good lesson, and one he tries to use every day.

I didn't- I didn't--

Yeah, yeah.

...and let these awful people who kidnapped him deal with whatever this is all by themselves...

Peter stays and fights the good fight.

Okay, I don't know who you are but I promise you you're getting a face full of w--

And that's why, while most people would just run away from troublesome situations like this...

Damn you!

Is he dead?

You killed him!

It wasn't him!!

He killed--

It wasn't him!!

S.H.I.E.L.D.?

Wasn't S.H.I.E.L.D.

That's not how they do what they do.

Who?

Uh-oh...

FABOOM

Whoah!!

Agh!

Everybody down!!

BAM BAM BAM BA

Jeez!

THWIP

I know I've only been a super hero for a relatively short time...

FABOOM

...but you're a bad guy, right?

ULTIMATE SPIDER-MAN #90

"SILVER SABLE PART 5"

Hey, wait up!!
You can't just leave now!
You went to all that trouble to make yourself into this big bald flying bird-man--
--and you went and tossed some grenades--
--the least you could do is hang around for the super-hero showdown!

Unless you need to find a park statue to poop on...

Then by all means...

I'll wait.

This is S.H.I.E.L.D. Agent Sharon Carter broadcasting on D-Sac Secure Line Beta.

As ordered- I am across the street from Roxxon Industries and have full view of an ongoing mid-air conflict between Spider-Man and an as-of-yet unidentified man in a techware flying suit.

He may or may not be a mutant.

As ordered, I am observing, recording and not engaging.

Switching to full cloak.

Over.

This is Nick Fury at the Triskelion, reading you loud and clear, Agent.

What do you got? What do you see? What do you know?

Not to get too technical but Spider-Man is chasing a skinny bald guy in a big bird outfit.

Images should be coming in now. Over?

"Spider-Man is chasing a skinny bald guy in a big bird outfit."

Now there's a sentence you don't hear every day.

I'll go put on the Iron Man armor.

Actually, no.

Let this play out for a minute.

Why?

Paint me a picture, Agent.

Here comes footage.

Sable, what should we do?

We should get the hell out of here! We're one man short.

Not yet.

Yap it up, kid.

After tonight, I'm going to double my quote!

THWIP

Yap? Who says yap?

(Oh man.)

Grenades.

Oy with the grenades!!!

BOOM!

YOW!

Damn--

I got a clear shot.

The image is coming right to you, sir.

Got it.

Run a full system cross-check.

Yes, sir.

Recognize him?

No.

THWAP

THWAP

Here it is.

Perfect match.

DECOMMISSIONED

AAGGH!!

Son of a--

Sable?

Shh...

AHH!

Oh my God...

Oh my God... please!!!

I didn't do anything to deserve this!!

Oh come on, Roxxon!!

I'm sure you can think of *something* you did!

FOOM

Oh Goaad!

Agh!

Damn it!

What the hell is going on??

Oh Gooaadd...!!

Fury, should I engage? The guy in the bird outfit--

He's ex-S.H.I.E.L.D. Hold on.

Ex?

How do you get to be ex-S.H.I.E.L.D.? I thought it was a lifetime contract.

It ain't easy.

I'm going to suit up. This'll be done in fifteen seconds.

No.

No?

I'm testing the Parker kid.

Kid's been through enough. He's got the goods.

I'm not testing him for that.

Man, I gotta tell you--

SPOK

Gagh!

I would love to go a week--

THWIP

--without someone trying to blow me up!

It's nice to have a dream.

FUNK FUBK FUNK

SPLASH

Okay, okay!!

Go back to the grenades!!

THWIP

Sir, I want one of these suits for my birthday.

It's like Sam Wilson's getup only... cool.

Who *did* make that suit?

Keep an eye on that Silver Sable and her gang.

She's not moving, sir.

Who's Silver Sable?

It's a whole thing.

Agh--

DOODEDOODEE

Oh my God! My- my phone!

Yeah! Yeah.

DOODEDOODEE

Hello? Listen, please!! I'm being held hostage by--

Hello, Mr. Roxxon.

Listen, I'm webbed to the side of my building and I need you to call the police and--

Oh my goodness, are you actually crying?

*That is **fantastic**!*

ROXXON

Who is this?

Sir, I'm picking up a cell transmission off of Roxxon.

We got it.

Hey, come on, I'm supposed to be chasing **you!!**

You really are a dumb $%#@, Roxxon.

People **say** that about you, but **man** is it really true.

Who **is** this?

You **really** have no clue, do you? You are **without** clue.

Did our mystery bad guy...

Actually called Roxxon on the phone.

Why would he **do** that?

I'm torn, Roxxon.

Because destroying you and your company at every turn really **should** be good enough.

It **should.** I **know.**

But--

But the **truth** of the matter, when it's all said and done...

I really **do** want you to know who did it. At **least** I want you to hear my voice.

That's why.

I'm triangulating the call, sir.

We already got it.

Now can I suit up?

Hell, yes.

I-I don't understand.

Of course you don't. You don't understand **anything!!**

You don't even know what you really do for a living!! Let alone know what your company does or what your name means!!

You're a puppet. A **puppet!!** With no puppeteer!!

Who doesn't even **know** he's a puppet.

Sable, it's for another day.

Shut up.

ARGH!

What are you, twelve years old?

BAM

BLAM

AGH!

Whoah!!

Just tell me what you want and I can--

Oh, I'm **getting** what I want, fat man!

Your business is falling apart around you!!

You're not sure if you'll live or die!!

And it will never end.

AAARRGH!

Great!!

Now I have to **save** him!!

Even after you finally put a gun in your mouth...I'll still come at you.

Traced it to Jersey.

Get a team ready to go!

And your company and your family and your name...until it's **all dust**!!

Who is this??

THWAP

I want you to know...

Agh!

Just because I'm saving you from burning alive in your bird suit...

And saving you from a certain future as bald street pizza!

THWIP

THWAP

Get off!

Doesn't mean I'm taking a *liking* to you.

(Even though I could certainly see where this could start some rumors.)

AIIIIGH! Get off!!

I just don't want you landing on any innocent bystanders!

AAGGHH!!

Oh, that's cute...

...how you scream like a girl like that.

One more thing...

Oh no!

Sorry about your face.

Woof!

I'm--I'm just going to sit and enjoy the ground for a second.

Oh, and don't try that at home.

Oh wait, I totally forgot I left a pudgy middle-aged yutz webbed to the side of a building.

I hate when that happens.

Uh...

ROXXON

Oh, man--did he *fall?!!*

No, no, these were cut.

Man, I *hope* he didn't fall.

Okay, whew!

No dead guys.

You guys see anybody go splat?

Yes? No? Maybe?

And of course...

Everyone has run away.

All this and I have no idea what any of this was about!!

And I probably never will.

I got geometry homework anyhow.

(Big bald bird guy.)

Jersey

Good evening.

Okay, okay.

Damn.

I thought I bounced the trace.

Yeah, like we don't know how to work past that.
So? What?
You an inventor?
I tinker.
Hold on.
You got him in custody? Make sure the bird costume--
Vulture. It's supposed to be a Vulture.
Make sure it's not booby-trapped before you try and remove it.
It's not.
Elijah Stern.
You worked R and D for Roxxon and he fired you, so... you had a temper tantrum.
I-I need a lawyer.
You need massive amounts of therapy, you deluded idiot.
He fired me after I gave him the future!!
I *gave* it to him!!
I figured out how to use vibranium as a power source, an unlimited power source!
I sent him in the prospects and they shut down my department.
Downsized me!!
On the birth of a new technological millennium.
Roxxon's a fool.
A truly dumb fool.
The future of the world is in the hands of fools.
He screwed me. So I screwed him *back.*
And I did it spectacularly well. I bet he leaves the country. I bet he kills himself with pills.
If you got yourself fired, how could you afford these suits?
And how can you afford goons to put in your suits?
I stole it all from Roxxon. Hacked his accounts.
And goons are easy. There's a whole web-ring... you can hire them out of Malaysia.
Why didn't you just blow up his car? You wanted him dead so bad.
What would *that* mean?
It wouldn't mean anything. I had to take him out with things I invented *for* him.
You have two choices, Tinker-er...

You work for me 'til I say you're done.

You live under lock and key until I say you've served your time.

You see a shrink that I send you to.

Or...?

I shoot you for trying to escape and take all your toys anyhow.

Okay.

Let's do that first thing.

Hey, what's that over there?

Oh, that? I call that the Slayer.

What does it slay?

What do you got?

Nice.

Roxxon!
Roxxon!
How did Spider-Man find you??
From *The Bugle*--
What's the connection--
Roxxon!
Roxxon!
Roxxon!
Spider-Man??
Roxxon!
Roxxon!
NO PARKING
Oh Lord!
You have my money?
Yeah, yeah okay. I have your money.
You understand, if I ever see or hear from you again after today...
I'll kill you in your sleep.
Okay.
If my name is said out loud by you to anyone--
--including S.H.I.E.L.D. or the F.B.I.--
--one day you'll go to sleep and you'll never wake up.
Okay.
Okay then.

Flash Thompson.

Spider-Man, you can run around in a costume and commit crimes if you think that makes you a man--

--but if you come into my home and threaten me and my family, then me and you are going to have problems.

No, please, I'm sorry. I just wanted to say I'm sorry for all the trouble I bring to you and the whole world.

Well, you better get on outta here, or I'm warning you...

It's clobbering time!

The Lifetime Original Movie, Caught In the Spider's Web: The Flash Thompson Story...

...will be right back.

AAAHAHAHAHAHA!!

Kitty, do you really think you should be laughing in my face this early in our relationship?

LIFETIME CHANNEL

That's not me, that's Wolverine.

AAAHHAHAHAHA!!

Oh Peter, don't sweat it. The show aired. It's over. Don't worry about it.

AAAHAHAHAHA!!

Oh, it's not over.

Oh my God, was Spider-Man actually in your room, Flash?

Yeah, he really--

I thought the actor who played you was like not nearly as much a hottie as you.

What is your damage?

No, I mean, the actor--I meant it as a compliment.

Is it true Spider-Man's one of our teachers?

I think he's one of the janitors. I mean, look at him. He's disgusting.

He did kind of smell.

Oh my God, that's so gross.

ULTIMATE SPIDER-MAN #91
"DEADPOOL PART 1"

It's going- rrr- to take a lot more than this to embarrass *me* in public!

(Well, not a *lot* more...)

You think I ain't ready fo' a yo like you?!

I'm the *Ringer!!!*

Straight up, I'm from Waldorf, Maryland!!

What? What does that even *mean?*

Am I dreaming?

This seems like it might be a dream.

No more jalapeño cheese popcorn before bed.

You gonna remember *this* face!

You gonna remember who slapped you down like the mutant $%#@ you are!

Slow down with the trash talk! I'm still stuck on that thing about you bragging about being from Maryland.

CRASH

We'll get back to how I'm going to remember your face when you're wearing a mask in a second.

I gotta- did I miss a memo? Did Maryland become cool?

Chuckle it up, mutie!!

I'm takin' my diamonds and you are gonna remember who done this to you!!!

Yeah, uh, You *reeeeeally* should knock it off with the racist crap...

Just sayin'!

WHACK

You okay over there, sweety?

I'll be right there.

I stopped being able to breathe a few minutes ago.

Gonna choke the stupid right out a'ya!

Lotta tough talk from a guy who plays with hula hoops.

And you see how your whole shtick isn't working on me, right?

That means you're in trouble.

Don't!

Argh! What are you *doing* to me?

That's weird.

Stop it!

See, usually if I phase through something mechanical, like, you know, this rather tacky suit of yours...I short-circuit the hell out of it.

That's a cool thing about me.

So why isn't it working on you?

Hmmm...

Get away!!

Get away!!

Hmm...

Stay right there.

I'll be right back.

Anybody... have a pliers or... something...

Actually having a lot of trouble breathing... now...

Ring things... constricting...

Why aren't you...catching... the bad guy?

Don't freak out on me, sweety...

This might feel a little weird...

Whoah!

You phased me!

You're welcome.

I didn't know you could phase other people.

If I grab and focus.

That was *completely* freaky.

I know.

And now I have no shirt.

Bonus for me.

Where'd the bad guy go?

Hula-hoop-man is running that way. Web the crap out of him.

Phasing through his contraption didn't work?

I know. That was weird.

Agh!

That was *so* damn close.

THWAP

Come on!

All right, you mutant freaks!

Showdown it is!

THWAP

THWAP

SHANE BROTHERS BOND

SPECIALS

Nice.

I have my moments.

AGH!

SMACK

SMACK

Oh!!!

The mechanism's in his *back*, duh!

FAB

M

KITTY!

You do understand about the mutant phasing power of mine and me not getting hurt and stuff?

Knee-jerk reaction.

It's okay.

But I get boyfriend points for trying.

Technically.

Coff!!
My diamond, my diamonds.
Actually they're *not* your diamonds, hence the beating you just got.
Hey, check out his butt.
Uh, no.
Dude has his wallet on him.
What kind of super-villain brings his wallet to a robbery?
Hey everybody!
It's Anthony Davis from Medina County, Ohio!!!
Everybody freeze!!
Uh, honey, we have to go!!
But I was just getting to the fun part!
Anthony Davis from Medina County, Ohio is the hula hoop guy!!!
Freeze, police!
No, this is the part where cops shoot at me.
Actually they may make us clean all this up.
There's that too.
So he wasn't from Maryland...I'm *so* confused.

Man, do you have some lame villains.

Please. *Hula hoops?*

Excuse me!!

That, I'll have you know, was the deadly Ringer.

Well, it was a step up from the Shocker.

I have better villains than the Ultimates.

Well, all they do is beat each *other* up.

Now can we discuss the new costume, Kitty?

Mine or yours?

What is the thinking behind this, *exactly?*

My feeling is that I'd like to actually date Peter Parker. The guy *behind* the mask.

Like date as people- outside of our lives as young super-heroes-in-training.

I'm *still* in training?

You *did* lose your shirt in the fight back there.

Point taken.

So, I'm thinking, if Kitty Pryde, X-Man, is seen running around too much with Spider-Man *and* Peter Parker, someone might start putting things together.

One or two times is a good old-fashioned team-up, any *more* than that and people start making diagrams in their head.

So, you went and got a new super hero identity just for hanging out with me.

Yeah.

That's actually pretty nice.

There's Kitty Pryde, X-Man...and then there's... me...

And who *are* you?

I--

You need a new name for the new you.

They're all *taken!*

Spider-Girl?

Uh, no!

Then I got nothing.

You need to find me a new name.
I do?
I made the costume. Meet me halfway.
I have a lot on my mind.
Oh please.
YAHOO!
Did you just yahoo me?
Come on! This webbing through the world is the stuff. I'm entitled to a yahoo.
So am I to believe that we're going to date in real life?
I want to.
Do you?
I do.
Do you?
Yeah...
Yeah. Sure.
Oh man, I totally overshot on this, didn't I?
I'm just--
Uh-oh.
--worried.
About what?
Everything!
Your aunt.
Yes, my aunt. I really don't want her to know I'm Spider-Man.
I know.
It's too much for her. She's been through too much.
But isn't, like, eighty percent of the stuff she's been through *because* you're Spider-Man?
I'm not ready to tell her.
Well, that's more like the truth then, isn't it?
I just- I just want to hold your hand and go to the movies.
Me too.
I promise that my thing here- is- not about you.
Think of it *this* way.
If she *knew* you *had* a girlfriend, you'd have more excuses to not be *home* so you could be out saving the world from your lame villains.
Like *you've* got cool villains.
Magneto, Hellfire Club, Brotherhood of--
Okay.
Mojo.
I don't even know what that is.
He'd kick *your* butt.
Would we tell her you're a mutant?
An X-Man?
Yes. I don't hide that from anyone.
It's known. It's online.
And I'm just dating an X-Man?
It could happen. We met at the mall. We met at- where else do you go?
Your ride's here.
Ugh. Gotta go.
The X-Plane's on a remote now.

Really?

My teammates are already sick of coming to get me and taking me all the way back to Westchester.

So they send a robot plane.

I want a robot plane.

I didn't mean to push.

I'm not mad. I'm thinking about it.

You still like me?

Take back that thing about my villains.

No.

Uh.
Sorry.
That was freaky.
Sorry.
Did you just phase my face or yours?
I gotta go and- and I didn't know how to break the kiss.
Well, that--
I'm sorry.
Let's not do *that* again.
Okay.
Call me when you get home so I know the robot plane got you there safe.
'Kay.
Robot plane.

I'm awesome!

Except that I'm an idiot.

Hiding my new costume from a house full of mutants that holds two of the world's most powerful telepaths.

Yeah, *I'm* a genius.

I just don't want to hear about it right now.

I want *some* thing that is mine and *just* mine.

I want Peter to like me as me and I don't want to- *stop it!*

Be happy for *two seconds!!*

It was a good day, just sit here and be happy!!

A part of my life that isn't the X-Men for once.

You just scared off Peter.

You *did*, didn't you?

You scared him off!!

Idiot!

Xavier's School for Gifted Youngsters

I'm back!!

Quiet.

Hello!!??

Logan!

Hey, you came back!

So where were you--

Oh my God!

FREE ZONE

ZACKLEE

AAGGHH!!

Ow!

How did that zap hurt me?

That zap really hurt!!

Nothing's supposed to hurt me when I'm phasing.

Ugh--I feel like I might--

Who the hell are you and what have you--??

Are you all right, sweety?

Ororo?

Ororo? What is that? Like a word?

Whatever.

ZAGGKLEE

Oof!

Oh my God!

THUMP

Agh!

I'll take the-- ow, oh God--

I'll take the emergency exit that leads out to the car garage and then get away to...

Oh--

#@--

ZNOOKLEE

ZNOOKLEE

ZNOOKLEE

Aie!

Gotta call the Ultimates!

Call Nick Fury! Nick Fury will--

Oh man... oh man...

I short-circuited the communications center when I phased through.

PING

Code accepted.

Idiot!

BLACKBIRD REMOTE CONTROL

READY FOR LAUNCH

LAUNCH

LAUNCH SEQUENCE INITIATED

Hey, hey, hey...

VAAOOSH

Don't!

ZOOMLEE

ZOOMLEE

ZOOMLEE

AIEE!

Nice.

Aunt May?

Are you- are you going on a *date?*

It's a group of friends from work.

You look all--

"All" what?

Uh... Have a good time.

What--

--the heck?

What is going on here?

Kitty?

Did you forget some- *yips!*

PSSHH

Uh... Hello...?

Well, this is odd. Maybe robot plane has a glitch?

Passenger retrieval.

No! The passenger has not--

PSSHH

Please stop.

I could just turn the- no. I don't know how this thing works.

I'm smart, but I'm not that smart.

AAAAHH!

Okay.

Looks like I'm dropping in on my girlfriend.

Or hurtling into the sun.

Xavier's School for Gifted Youngsters

Eh- it's only a twenty-minute flight to Westchester...

Hello?

Hello Kitty?

(I just said Hello Kitty out loud. I'm officially a four-year-old girl.)

Yo!

Your plane's broken or something and I got dragged all the way here and--

Whoah, hey, my Spidey sense is going off--Wolverine isn't here, is he?

AAGGHH!!

CRACKLE

Ggll...

Faaaaar out...it's Spider-Man!

There's something we didn't expect to get today...

Bonus.

ULTIMATE SPIDER-MAN #92
"DEADPOOL PART 2"

Ughgh...

Where?

Oh my God! Kitty!

One of them's awake!

Look.
Wow, tough cookie.
Hit him again?
Hell, yeah.
Wait, what's going--
YAARRFGH!
ZAGEKLEE
Wow, huh.
Take off that stupid mask.

Yo, 'Pool, we're getting to the drop point.

So, start dropping them.

Just *drop* them?

They got their wacky mutant powers. They can handle it.

Yeah.

What if they can't?

Dudely, bubie, who cares? They'll be dead by nightfall anyhow. That's the show.

But they're all unconscious.

Wake them up. And kick 'em off. It'll be fun to hear the screams.

It's showbiz, baby.

I want to take off his mask.

Hey. I told you... respect the mask.

Masks mean something. Respect that.

Yo, Mr. Spider-Man? Mornin', sweety.

Rise and shine. Time to greet the day.

What's-- who--??

Now throw him overboard.

Oh, come on!!!

Please still be on, please still be--

THWIP

Oh thank God! Web Shooters still on.

Ow!

THUMP

Oh my God!

This isn't Central Park, is it?

Man, am I in trouble.

Oof!

Oh, man! Where *am* I?

What's going *on?* Did I just fall out of a *plane?* I *did,* didn't I?

Is this the *jungle?* How am I in the *jungle?* How did I get from where I was to here??

And who were those creepy people??

I just fell out of an airplane...

And now...

...I lost one of my boots.

Great.

You can tell this is just going to be one of those adventures that goes--

BOOM

Whoah!

RRAAYYGGHH!!

RRRGGHH!!!

Hey, man--

--I was in the middle of a particularly poignant inner monologue!!!

FSHAM

RRGGHH!!

I know, I was just thinking- rrgghh!!

THWIP

THWIP

FSHAM

THWAP

FTANG

Ow!!

Note to self, hit the--

--fleshy parts!

SKONK

RRGGHH!!

THWAP

THWAP

Sorry.

Aarrhhj!

Past my curfew!!

Plus, I have this weird thing about liking my head attached to my body.

Call me old-fashioned!

See, most super heroes would be embarrassed to run away.

Which I am now doing.

But I don't know who you are or where I am and I'm not going to beat up anything until I know exactly what I'm--

Ow.

Ow.

Ow.

Oof!

FANG

Man, can't a half-dressed super hero run through the jungle without one of you cyborg growlies growling at--

Don't do that, please.
Get off of me!
You don't recognize me?
Aunt May?
I'm one of the X-Men.
Big giant Russian metal man!
Colossus.
Oh, I thought it was big giant Russian metal man.
Where are we?
Let me get these.
I'm really hoping this is the backyard of the X-Man school.
It isn't.
I know.
What are you doing here?
I don't know *where here is!!!*
You don't have to yell.
I *do!!!*
Kitty!!
We have to find Kitty! She attacked me.

No, she didn't. Kitty would never--

She did! I think she's under some mind control. Maybe Xavier went nutty.

Stop. Kitty did ***not*** attack you.

She sent that big plane of yours to my house in Queens.

I got in. It took me to your school.

I came out of the plane and Kitty ***attacked*** me!!

I woke up being pushed out of a big helicopter by the cast of *Soul Caliber Three.*

And then Shecky McCyborg over there attacked me.

Actually, he attacked ***me*** and I may have thrown him at you... accidentally.

Okay. You ***threw*** him at me.

I didn't know you were there.

And I don't know where here is and I lost my boot!!

Now I remember-- Ororo attacked me.

Which one is that?

The African one with the weather powers.

She attacked you?

It wasn't her. She would never do that.

And if Kitty attacked you, and Storm attacked me... we're dealing with a shapeshifter.

Or, women have decided to take over the world.

I knew it was coming, but no one listens to me.

I don't think we should be joking now.

Oh, the shapeshifter theory was serious?

Let's find the others.

Are there others?

The other X-Men. I think we all got tossed out of the copter.

Why? Where is this?

I'm really hoping it's Central Park.

I know.

I don't think it is.

So be prepared for me to start crying any minute now.

It looks familiar.

Whoah.

Scott!

FWASH

Oh my...

Come on mutant, stop wiggling and die!

What is this?

Where have you taken me?? Why are you doing this?

Oh, we're going to do more than just--

KTANG

Peter!

My friend!

Where are we? Do you know where we are?

Six Flags Crazy Town?

What are *you* doing here?

Gurk!

DUNK

You're welcome.

Thanks, but what are you doing here?

I really couldn't tell ya.

I was attacked--by Wolverine--and then--I was being thrown out of a helicopter.

Wolverine? It *is* a shape-shifter.

Okay, maybe.

We should maybe wake one of these Bionicles up and tickle them until they tell us what's going on?

Where's Jean? Jean can get us all together with her psychic abilities.

Ugh! They smell. You smell them? Smells like biology class.

Kitty!!!

Stop!

We have to find--

We have to not let our attackers know where we are. We're being hunted.

How do you know we're being hunted?

Sshh!

You don't feel hunted?

I *do*, actually.

Go with that feeling.

Do you hear that squeal?

It's either my gentle sobbing or...

Am I on?

Okay.

Yo ho, *mutants!!*

Are you on *what?*

What is this? Who are you?

FSHAM

FSHAM

I'm the breakthrough star, babe!

I'm the *Bonebreaker* and I am here to *break* some *bones!!!*

This is what I want!!

I want to kill you and I want everyone to see me do it.

FSHAM

I know everyone is speaking English but I don't understand anything anyone is saying!!

Everyone who?

On what?

SHAAM

ZZAPT

Like that's going to do it! Please!!

We are *ready* for you!! We have made the *sacrifice!!!* You get me?

You have no idea how far we've *taken* this!!

You can't match us. You can't beat us!!

You don't have what it takes!! You just don't have it.

You were born into this!

We proactively sacrificed our well-being for what *we* believe in!! And that's why we--

KA KA BOOM

Anyone else really angry about this whole thing?

Whoah.

Ororo, are you all right?

Do you know what's going on, Storm? Do you know where we are?

Yes, I do.

Take a look.

Krakoa!! They brought us all the way to Krakoa!!??

Krakoa? Is that off the coast of Long Island?

No, it's off the coast of Genosha in the South Pacific.

Okay, now I'm going to cry.

My life is over. I have a civilian life. I have to get home!! I'm so screwed.

There!

Incoming!

Storm, drop the wind tunnel. Now!!

Why?? *Why* is there incoming!!??

Argh!

FABOOM

Whoah!

Ready.

Ready.

Ready.

Meh.

Oh man...
You guys okay?
Kitty?
Thank God you're okay.
You sent the plane.
Well, duh.
What are you doing here?
And you came.
Yeah. And then you attacked me.
What? No.
There's a shapeshifter in their group.
How do we know *she's* not the shapeshifter?!
What?
I'm saying--
Okay, it's her.
But how do we know any of us are really who we are if they have a shape-shifter?
You can't fake mutant abilities.
Unless your mutant ability is to fake other people's mutant abilities.
Then the one using a disguise would be attacking the others. And that's not--
Shush. Enough.
We have to find the rest of the X-Men and we have to get the hell off this island, right now!
I don't mean to be repeating myself, but where are we and what is going on?
It's payback time, it would seem.
Kurt, you found us.
The very big smoke signal vas a help.
I do believe we are the star of the show again.
I think so, too.
What show?
BAMF!
Oh no...

I found her hanging by a tree.

I had no idea what to do.

Jean?? Jean, can you hear me?

Jean??

I'm so glad I found you guys. I'd just stopped back at the Mansion for a visit and now I have no idea what's going on.

Sometimes it works to fill her mind. Her psychic powers make it hard for her to sleep.

JEAN?!!

Everyone, shh! Ow!

Are you okay?

No! What happened?

We're back on Krakoa island.

Are you *kidding* me?!!

The Professor vas right. Ve should have never come here the first time.

What's Krakoa island???!!

It's a prison island for mutants. The nation of Genosha imprisons its mutants, sends them here, and hunts and kills them. For sport.

For sport?

They broadcast it on TV. We came here last month and stuck our noses in.

The professor was way mad at us. He told us not to, and we did it anyhow.

We're on TV right now??

Right now??

Maybe.

Maybe.

They kidnapped you out of your home and now they're going to kill you on TV??

And you.

Doesn't that sound rather inhumane?

YES!!

Well, that's one way to look at it.

The other way to look at it is... you're sickening, unholy, genetic freaks who have no business being alive in the first place.

Plus you animals are international mutant terrorists.

We're doing the world a favor by putting you down and we're going to entertain millions of people while we do it.

By the way, the guys here call me ***Deadpool.*** You're about to find out why.

So smile. You're about to make television history.

ULTIMATE SPIDER-MAN #93
"DEADPOOL PART 3"

Hello.

I'm Augustus Beezer.

For ***weeks*** you've waited for this legendary broadcast to return. And that moment is now.

As most of you know, we were unceremoniously ripped off the air by the notorious American mutant terrorists who call themselves the X-Men...

These mutant criminal teenagers illegally infiltrated our broadcast and shut down our show...

The only show in the ***world*** where dangerous, convicted mutant criminals are ***hunted*** and ***destroyed*** like the ***animals*** they are...

All done right here for the world to see.

But the tables are now turned.

The X-Men have been brought here to face the music... and what a battle it will be.

Broadcasting live to a dozen right-thinking countries all over the world...

These most dangerous mutant criminals are about to pay the ultimate price for their crimes against humanity.

We are back. We are live...

WELCOME... TO KRAKOA ISLAND!!

Hit 'em high! Hit 'em low, Reavers!!

Case of coldskies to the one that collects the most mutant carcasses before sundown!!

But I'm *not* a mutant!

Not that there's anything wrong with that!

But there is something wrong with riffing a ten-year-old *Seinfeld* bit.

So if you want to try to kill me for *that*, I *completely* understand!

X-Men!

Find high ground!!

AUGUSTUS BEEZER

WE HAVE OUR NEWEST SUPER-STARS, DEADPOOL AND HIS RAG-TAG GANG OF CYBERNETIC REAVERS, FRONT AND CENTER...

READY AND WILLING TO PUT EVERYTHING THEY HAVE ON THE LINE FOR THIS DOWN AND DIRTY FIGHT-TO-THE-FINISH...

I THINK YOU AT HOME ARE IN FOR A REAL TREAT.

AUGUSTUS BEEZER

WE'LL KEEP AN EYE ON THE FIGHT AS IT CONTINUES, BUT HERE'S A LITTLE BEHIND-THE-SCENES ON OUR PLAYERS.

FIRST UP--WHO IS DEADPOOL?

DEADPOOL IS THE NICKNAME SERGEANT WADEY WILSON PICKED UP AFTER HIS DEATH-DEFYING ACTION IN THE WAKANDA WARS IN THE EARLY NINETIES.

FILE FOOTAGE

ALL OF WHICH IS DETAILED ON OUR WEB SITE.

WHEN APPROACHED LAST YEAR BY OUR PRODUCERS, SERGEANT WILSON HANDPICKED THIS GROUP THAT CALLS THEMSELVES THE REAVERS.

ALL THESE MEN ARE SO INTENSELY AGAINST THE EXISTENCE OF MUTANTS THAT THEY VOLUNTARILY UNDERWENT BIOGENETIC ENHANCEMENT SURGERIES...

FILE FOOTAGE

YES, YOU **HEARD** ME.

EACH AND EVERY ONE OF THESE UNIQUE SOLDIERS IN THE WAR AGAINST MUTATION **VOLUNTARILY** GAVE UP THEIR **OWN** HUMANITY SO WE HAVE A BETTER CHANCE AT OURS.

WADEY WILSON, DEADPOOL PREVIOUSLY RECORDED.

THAT'S WHAT YOU HAVE TO LOOK FORWARD TO ON THE NEW SEASON.

WADEY WILSON, DEADPOOL PREVIOUSLY RECORDED.

THESE ARE THE MOST DEDICATED SOLDIERS ON THE PLANET EARTH.

THESE GUYS AIN'T MESSIN' AROUND.

THIS IS NO BACKS.

WADEY WILSON, DEADPOOL PREVIOUSLY RECORDED.

THINK ABOUT THIS, THINK ABOUT A GUY WHO IS WILLING TO BECOME A REAVER.

THINK ABOUT THE WILLPOWER.

THINK ABOUT THE DEDICATION AND SPIRITUAL CONTROL IT TAKES TO BELIEVE IN SOMETHING **THAT** MUCH.

THAT'S WHO THESE MEN ARE.

WADEY WILSON, DEADPOOL PREVIOUSLY RECORDED.

THESE X-MEN WILL DIE TODAY.

THEY JUST WILL.

SEE, THESE MUTANTS, THESE X-MEN KIDS, THEY WERE **BORN** LIKE THAT.

THEY DIDN'T **CHOOSE** BEING A MUTANT. THEY DIDN'T **EARN** THE RIGHT TO BE DIFFERENT OR SO-CALLED HOMO **SUPERIOR.**

THEY WERE **BORN** THAT WAY. THEY HAD NO CHOICE.

WADEY WILSON, DEADPOOL PREVIOUSLY RECORDED.

WE? US? WE HAD A CHOICE AND WE TOOK IT.

WE CHOSE TO STAND UP FOR THOSE DUDES WHO CAN'T, AND WE WILL PUT THESE FREAKS DOWN.

THAT'S WHAT WE'RE FIGHTING FOR.

OUR DESIRE TO DESTROY THEM IS STRONGER THAN **ANYTHING** THEY COULD POSSIBLY IMAGINE.

FILE FOOTAGE

JUST BY OUR EXISTENCE... THEY LOSE.

WHEN THIS OPPORTUNITY CAME OUR WAY...

I KNEW WE HAD TO DO THIS.

WE HAD TO MAKE A SHOW OF IT.

WADEY WILSON, DEADPOOL PREVIOUSLY RECORDED.

MAGNETO, XAVIER, ALL THESE KIDS. THEY'RE ALL THE SAME.

THEY ACTUALLY **THINK** THEY'RE BETTER THAN US?!

THEY THINK THEY'RE THE NEXT STEP IN HUMAN EVOLUTION?!

WADEY WILSON, DEADPOOL PREVIOUSLY RECORDED.

ARE YOU **KIDDING** ME WITH THIS? CAN YOU **BELIEVE** THAT??

SOMEONE COULD BE SUCH A **COMPLETE** GENETIC DISASTER, SUCH A PERVERSION OF GOD AND NATURE'S WILL, THEY COULD LOOK IN THE MIRROR AND **SEE** THAT, AND YET THINK, "YEAH, **I'M** THE NEXT STEP IN EVOLUTION."

WADEY WILSON, DEADPOOL PREVIOUSLY RECORDED.

MY GRANDPA SAYS THEY HAD A WORD FOR MUTANTS IN HIS DAY.

THEY CALLED THEM "CARNIVAL FREAKS" THAT YOU PUT IN THE CARNIVAL FREAK SHOW.

YEAH.

WADEY WILSON, DEADPOOL PREVIOUSLY RECORDED.

HMM? HOW DID WE GET THE X-MEN HERE?

WELL, WE COULDN'T DO ANYTHING **ILLEGAL** OR NOTHING LIKE THAT.

THERE'S INTERNATIONAL LAW. THERE'S AMERICAN LAWS.

(WHATEVER.)

WE HAD A RECON UNIT ON THEM AT THAT SO-CALLED SCHOOL OF THEIRS IN NEW YORK.

WADEY WILSON, DEADPOOL PREVIOUSLY RECORDED.

(IT'S A TERRORIST CAMP, IS WHAT IT IS...)

AND THE SECOND THEY LEFT AMERICA- FLEW THEMSELVES INTO OPEN WATER- WE **GRABBED** THEM.

THE SOVEREIGN NATION OF GENOSHA, WHICH KRAKOA IS AN ISLAND OFF OF, SANCTIONED AND FUNDED THE ENTIRE OPERATION.

THESE KIDS BROKE INTERNATIONAL LAW.

WADEY WILSON, DEADPOOL PREVIOUSLY RECORDED.

Don't take this fight head on!!

We're outmanned and outgunned and this setting isn't conducive to most of our power types.

Go!!

Don't let up, let them- whoah!!

BAMF!

You think ve vill just lie down and let you...!!

Ak!

It's the blue smelly one...what's-his-face?

You should'a listened to your team captain, Cyclops, and ran like hell, Furby!

Kkgg!

Yeah, I know.

Oops, I'm running like a girl the wrong way.

Danke!

Don't mention it, Nightcrawler!

I was getting shot at by crazy goons, anyhow!

Hey!

Hey, don't leave me!!

WADEY WILSON, DEADPOOL PREVIOUSLY RECORDED.

ME? I'D RATHER JUST SLICE THEIR THROATS WHILE THEY SLEEP IN THEIR BEDS.

WHACK 'EM ON THE HEAD WITH A MALLET AND BE DONE WITH IT.

BUT THAT'S NOT WHAT THIS SHOW IS ABOUT.

WADEY WILSON, DEADPOOL PREVIOUSLY RECORDED.

THEY'RE ANIMALS. AND THAT'S WHAT YOU DO WITH ANIMALS.

YOU HUNT THEM FOR SPORT.

PLUS, DOING IT ON TV LIKE THIS TELLS THE OTHER MUTANTS THE TRUTH.

THAT THEY CAN DRESS LIKE US, THEY CAN WALK AROUND AMONG US, BUT THEY ARE **NOT** US.

THEY ARE NOT HUMAN.

WADEY WILSON, DEADPOOL PREVIOUSLY RECORDED.

AND SOON, AMERICA AND EUROPE WILL UNDERSTAND THIS, TOO.

THEY'LL GET OVER THEMSELVES AND START AIRING THIS BROADCAST AND START PUNISHING THEIR MUTANTS LIKE WE DO.

THEY'LL CATCH UP.

WADEY WILSON, DEADPOOL PREVIOUSLY RECORDED.

THE BIG GUY WHO RUNS THE SHOW TOLD ME THE ONLINE PODCAST FOR THIS GETS DOWNLOADED MORE IN AMERICA THAN ANYWHERE ELSE IN THE WORLD.

AND WHY IS **THAT**, YA THINK?

KRAKOA ISLAND, LIVE

THE WORLD **WANTS** TO SEE THIS.

THEY **WANT** TO FEEL LIKE THEY ARE RULING THE EARTH, BECAUSE THEY **ARE!**

WE RULE THE **EARTH!!** HUMANS!! WHY DO WE HAVE TO FEEL **GUILTY** ABOUT THIS?

WADEY WILSON, DEADPOOL PREVIOUSLY RECORDED.

MAN, I WISH MAGNETO WAS HERE FOR THIS!

I WOULD LOVE, LOVE, LOVE, LOVE TO EAT THAT GUY'S FACE OFF.

BUT THESE X-BABIES WILL DO JUST AS--

AUGUSTUS BEEZER

WHUP! WE'RE GETTING READY TO GO LIVE INTO THE BATTLEFIELD.

THERE'S A LOT GOING ON, INCLUDING THE SURPRISING APPEARANCE OF SPIDER-MAN.

AUGUSTUS BEEZER

WADEY?? SERGEANT WILSON?

CAN YOU HEAR ME?

ARE YOU THERE?

Yeah, I can hear you.
KRAKOA ISLAND, LIVE

What's going on down there? Is that really THE Spider-Man?
AUGUSTUS BEEZER

What can I tell ya? Bonus.
He was with the team when we detained them, so we took him, too.
KRAKOA ISLAND, LIVE

Is Spider-Man a mutant?
AUGUSTUS BEEZER

Looks like.
Either way, the guy just zapped me but good, just now.
He ain't walkin' out of here. Nosireebob.
KRAKOA ISLAND, LIVE

What can you tell us about this Spider-Man?
AUGUSTUS BEEZER

I just told ya everything I know.
He's here and I'm gonna twist his head around like a screw-cap.
KRAKOA ISLAND, LIVE

Hold on just a second there, Deadpool.
I'm getting word from the control room.
Okay, okay. Spider-Man and one of the X-Men are in range of one of our remote cameras, and we're picking up a live feed.
We'll get right back to you.
AUGUSTUS BEEZER

Oh man! Oh man!
What is going on?
They said they're filming this? Is that what they said??
This is just nuts. I can't catch my breath.
KRAKOA ISLAND, LIVE

Let's just swing on out of here and call the cops. We'll call Nick Fury.
Fury hates you.
Who else can I call?
I could click my heels.
Do that, then.
KRAKOA ISLAND, LIVE

Didn't wear my ruby slippers. Listen, P--
Shh! Don't use my real name.
Okay.
If they're filming- there are microphones.
Got it. Don't break up with me.
KRAKOA ISLAND, LIVE

What?
I got you into this. Don't break up with me. It was an accident.
Well, duh.
KRAKOA ISLAND, LIVE

You're not mad?
Of course I'm mad. But you didn't do this. Don't be nuts. Let's just get out of here.
I'm so sorry.
Believe me, you'll be breaking up with me after I'm grounded for the next seven years.
KRAKOA ISLAND, LIVE

I'm so sorry.
You know who these guys are?
Never heard of them, but I know what this island is and we have to get off it, like ten minutes ago.
KRAKOA ISLAND, LIVE

KRAKOA ISLAND, LIVE

Oh no.
What?
Professor Xavier? What did they do with Professor Xavier??
KRAKOA ISLAND, LIVE

What if he--?!
Oh no!
Spider-sense!!
KRAKOA ISLAND, LIVE

Jeez...

You're going to break up with me.

FABOOM

So close!

Not even.

KRAKOA ISLAND, LIVE

It ain't over yet.

KRAKOA ISLAND, LIVE

Okay.

We're going to cut back and forth and around the battlefield now, to see what's going on with the mutants.

AUGUSTUS BEEZER

We should use the genetic thingamajig we used to take them down and bring them here in the first place.

Tell Deadpool. He's the only one who can do it.

Shh! You guys hear that explosion?

KRAKOA ISLAND, LIVE

Shut it. They're all around us.

Who?

KRAKOA ISLAND, LIVE

You guys--

Shh!

KRAKOA ISLAND, LIVE

Who are you people?!!

LIVE

Who, us?

AARRGHH!!

FSHAAAM

AUGUSTUS BEEZER

OH, THAT HAD TO HURT.

KRAKOA ISLAND, LIVE

LOOK AT THIS, KIDS.

THIS IS THE FUTURE OF MANKIND.

AUGUSTUS BEEZER

GOOD ONE, 'POOL.

THAT'S X-MEN TEAM LEADER SCOTT SUMMERS, WHO CALLS HIMSELF CYCLOPS.

WITHOUT THEIR LEADER, THE X-MEN SURELY ARE RUNNING SCARED NOW.

WHO'S NEXT, DEADPOOL?

KRAKOA ISLAND, LIVE

I'M GETTING WORD FROM COPTER TWO, WE GOT A SIGHTING. WHADAYA GOT, TIGER?

YEAH. WE GOT THE WINGED ONE. WE ARE SO FAR UP HIS--

WHOAH! WHOAH! DID YOU SEE THAT?

AUGUSTUS BEEZER

WE SURE DID, COPTER ONE. THAT'S THE ANGEL.

WE HAD HIM HERE IN THE STUDIO ON OUR LAST BROADCAST. YOU GOT HIM IN YOUR SIGHTS.

WATCH THIS!

FSSAAMMM

FSSAAMMM

FSSAAMMM

Agh!

That was a hit.

Is he down?

He dove into the trees. The ground crew will find him. You guys have a visual?

Nope.

Well, he's got a twenty-foot wingspan. You can't miss him.

Did you say you--?

Uh, watch it! One of them's behind--

AUGUSTUS BEEZER

CLANG

X-Men, if you can see this, I've got a ride. Let's get out of here!

What an idiot.

You got him?

I got him.

Take him.

KRAKOA ISLAND, LIVE

Bamo!

KRAKOA ISLAND, LIVE

AUGUSTUS BEEZER

DEADPOOL!

THIS IS AUGUSTUS IN THE STUDIO. CAN YOU CONFIRM ANYTHING FOR US?

KRAKOA ISLAND, LIVE

NADA.

NEGATIVE. THE LITTLE TROLL POOFED OUT OF THERE. LUCAS HERE HAS A CYBERNETIC EYE THING. HE SAW.

DON'T WORRY, THE DAY'S STILL YOUNG.

AUGUSTUS BEEZER

NO WORRIES, MY FRIEND. IT'S A HELL OF A SHOW SO FAR.

KRAKOA ISLAND, LIVE

IT'S FUNNY, I CAME HERE WITH STARRY-EYED DREAMS OF KILLING ME SOME X-BABIES...

AND NOW ALL I CAN THINK ABOUT IS THAT DAMN SPIDER-MAN.

AUGUSTUS BEEZER

WELL, IT'S FUNNY YOU BROUGHT HIM UP...

WHILE YOUR MEN DO RECON, OUR PRODUCERS HAVE PUT TOGETHER A LITTLE SOMETHING ON OUR SURPRISE GUEST STAR- THIS SPIDER-MAN.

NOW MOST OF OUR INTERNATIONAL AUDIENCE WILL KNOW HIM FROM THE MOVIE LAST SUMMER.

AFTER A FEW MONTHS OF BEING A NEW YORK SENSATION, SORT OF A CULTISH SUPER-HERO PHENOMENON...

MOVIE PRODUCERS LATCHED ONTO THE IDEA OF MAKING A SPIDER-MAN MOVIE.

THE MOVIE ENDED UP BEING QUITE A UNIQUE SENSATION- HALF MOVIE-MAKING MAGIC AND HALF REALITY-BASED FOOTAGE.

THOUGH MOST THOUGHT THE ENTIRE PRODUCTION WAS A STUNT, AS YOU CAN SEE HERE TODAY- SPIDER-MAN IS ALL REAL.

BANK SECURITY CAMERA VIDEO

NOW, RUMORS WERE CIRCULATING FOR WEEKS THAT SPIDER-MAN IS A MUTANT...

OR EVEN ONE OF THE X-MEN...

WITH SOME INTERNET SPECULATION THAT SPIDER-MAN IS DATING ONE OF THE X-MEN.

AUGUSTUS BEEZER

IT SEEMS THAT IS CONFIRMED INFORMATION BASED ON WHAT WE SAW EARLIER.

THOUGH, AFTER TODAY, IT IS DESTINED TO BE LIKE THE FABLED ROMEO AND JULIET.

PREVIOUSLY RECORDED

OKAY, WE'RE GOING TO GO BACK DOWN TO THE- OH-OKAY.

OUR GUYS IN THE BOOTH ARE TELLING ME THAT WE HAVE A WIDE SHOT...

THEY HAVE SPIDER-MAN AND THIS KITTY PRYDE PERSON ON CAMERA.

KRAKOA ISLAND, LIVE

IT SEEMS THEY ARE HEADING UP TOWARD THE MANSION.

DEADPOOL, YOU SEEING THIS?

KRAKOA ISLAND, LIVE

WE'RE ON OUR WAY.

BONEKILLER, YOU GOT A VISUAL ON THIS? YOU KNOW WHERE THAT IS?

YES, SIR.

THEN PUT ON A SHOW.

KRAKOA ISLAND, LIVE

XAVIER'S THE MOST POWERFUL PSYCHIC ON THE PLANET.

I'M THE 6,543RD.

I'M SERIOUS, IF THEY GOT TO HIM...

WE'LL JUST HAVE TO TRY AND- WAIT.

KRAKOA ISLAND, LIVE

IS-IS THAT A CAMERA? THEY HAVE CAMERAS IN THE TREES?

OH MAN...

KRAKOA ISLAND, LIVE

I FEEL LIKE THE MAYOR OF CRAZY TOWN.

THIS CAN'T ACTUALLY BE, LIKE, GOING OUT LIVE TO PEOPLE AND PEOPLE ARE WATCHING THIS.

PEOPLE!! LISTEN! THEY'RE ACTUALLY TRYING TO KILL US!

KRAKOA ISLAND, LIVE

IF ANYONE ANYWHERE LISTENING TO THIS HAS, LIKE, A PHONE NEARBY, CALL SOMEONE AND TELL THEM TO GET DOWN HERE!

NICK FURY, THE POLICE, THE ULTIMATES...

KINGPIN, ANYONE!

KRAKOA ISLAND, LIVE

PLEASE, GUYS...HELP US. WE WERE KIDNAPPED!!!

YOU'RE JUST GIVING THEM WHAT THEY WANT.

THEY WANT ME TO CRY?

YOU'RE GIVING THEM A SHOW!

THEY'RE SITTING BACK AND WATCHING THIS AND THEY'RE LAUGHING THEIR BUTTS OFF!

KRAKOA ISLAND, LIVE

BUT IT'S NOT FUNNY, OKAY??

IT'S NOT FUNNY AND IT'S NOT FUN.

PLEASE, IF ANYONE IS WATCHING, PLEASE HELP US. I'M NOT EVEN A MUTANT!

KRAKOA ISLAND, LIVE

STOP SAYING THAT.

I'M JUST TRYING TO--

IT BELITTLES ME AND MY--

YOU'RE STARTING A FIGHT NOW?

JUST DON'T SAY IT.

KRAKOA ISLAND, LIVE

WAIT!

THEY'RE HERE.

THEY'RE HERE SOMEWHERE.

KRAKOA ISLAND, LIVE

YOU SURE?

I'M TELLING YOU--

JUST STAY CLOSE.

KRAKOA ISLAND, LIVE

LET'S JUST--

KITTY!!

Goddess!

FABOOM

AUGUSTUS BEEZER

WHOAH, I DIDN'T REALIZE THEY'D GOTTEN THAT CLOSE TO THE STUDIO.

Aggghh!!

Don't let go!

Agh!

I'm phasing you through this! You won't be hurt!!! Don't let go!!

AUGUSTUS BEEZER

IF YOU'RE JUST JOINING US--

You guys are gonna burn down the whole island!

We got 'em.

No, you didn't.

AUGUSTUS BEEZER

DEADPOOL, CAN YOU--?

KRAK

AUGUSTUS BEEZER

Whoah!

Hold onto your--

What the hell is--

It's the weather witch! It's Storm! She's--

KRAKOA ISLAND, LIVE

WE HAVE VISUAL ON THE X-MAN, STORM.

SHE'S DOING QUITE A NUMBER ON YOU GUYS, CAN YOU--??

KRAKOA ISLAND, LIVE

AUGUSTUS BEEZER

UH-OH...

If I was a lesser super hero, I would say something lame like- "Your show's been cancelled."

But that's not me.

The fact that you *thought* of it is cause for concern.

Kitty, you're okay?

Oh, sure.

Where is Cyclops?

I do believe I have never been more angry in my life.

AUGUSTUS BEEZER

UM, WE'RE HAVING SOME TECHNICAL DIFFI--

KRAKOA ISLAND, LIVE

I DON'T CARE WHAT THE RULES SAY, THIS IS NOT HOW I WANT TO GO!

AGH!

KRAKOA ISLAND, LIVE

DON'T VORRY, I'VE GOT YOU.

MUTANT SKANK!

KRAKOA ISLAND, LIVE

KRAKOA ISLAND, LIVE

NAME | CALLING!?

SEE, NOW YOU'VE GONE AND MADE ME ALL MAD AND STUFF.

YOU KNOW HOW HARD IT IS FOR A GUY LIKE ME TO FIND A NICE GIRL?

YOU'RE MAKING ME LOOK BAD IN FRONT OF MY LADY ON TV.

KRAKOA ISLAND, LIVE

I MEAN, SURE, KIDNAP ME, KIDNAP HER, BUT WHEN YOU START WITH THE NAME-CALLING!!

AGH!

KRAKOA ISLAND, LIVE

YOU KNOW WHAT? I WOULD LOVE TO SEE WHAT KIND OF A LOONEY-TOON GOES AND--

Uh...

Children, run!

Please, I beg of you... run...

Oh my God! Professor?

Professor Xavier??

AUGUSTUS BEEZER

WE'LL BE RIGHT BACK...

ULTIMATE SPIDER-MAN #94
"DEADPOOL PART 4"

Hello.

I'm Augustus Beezer. Welcome back to *Krakoa Island.*

Our jungle-trained warriors, led by the enigmatic ***Deadpool,*** have chased them, and our unexpected guest-star Spider-Man, through the thick jungles of our island.

When we left you, the mutant children known ***publicly*** as the ***X-Men*** are fighting for their ***lives*** as punishment for their terrorist crimes against mankind.

But when Deadpool was captured, just moments ago, by the young criminals and unmasked before our live cameras, the X-Men were shocked to discover...

AUGUSTUS BEEZER, HOST LIVE

Professor Xavier?? What is going on??

Children, you have to heed my words!

Run from here!! Run very far from here!!

Professor, how did they do this to you?

They're ***monsters!***

Your legs? Professor, how are your legs working?

Children, I told you not to ever come to this island!

We were kidnapped.

Wait a second!!

Wait a second!!

Oh my God!

SMACK

AUGUSTUS BEEZER, [illegible]

OH MY--

What are you doing?

Kitty, it's the dude with the thing.

He's our teacher and our--

Storm! That's how they tricked us here in the first--

Professor?

Kill Spider-Man!!

He's *one* of them!

Vhat?

Calm *down!* We're all jumpy! We don't know--

Yeah, uh!

FBAM

FBAM

FBAM

Lucy with the football.

I *have* spider-sense!

You got to learn to *trust* the spider-sense!

FBAM

I'm sorry. He really looked and sounded like the Professor and--

Agh!

FBAM

FBAM

FBAM

OH! ALMOST HAD THEM THAT TIME.

THAT WAS DEADPOOL USING HIS TRADEMARK IMAGE DISTORTION CLOAKING DEVICE.

(YOU CAN READ ABOUT IT MORE ON OUR WEBSITE.)

THE X-MEN MISTOOK DEADPOOL FOR THEIR MISSING PROFESSOR- THE LEADER OF THEIR TERRORIST CELL CHARLES XAVIER.

FOR MORE ON THAT WE TURN IT OVER TO OUR LONG TIME EXECUTIVE PRODUCER MOJO.

MOJO? WHAT DO YOU HAVE FOR US?

Ladies and gentlemen, this is more than a television show broadcasting to half the world.

This is a courtroom. This is a public execution.

This is *man's* justice.

I have dedicated *my* life to the punishment of mutants who break the law, and the X-Men are the worst the world has ever seen.

There is a man who brought these children together, trained and armed them--

A man who has spent *his* entire life dedicated to building an army of mutant terrorists--

To inflict his nightmare agenda on an unassuming world.

His punishment is poetic and just.

He will be forced to watch the decimation of his dream.

And after *that*--he will be lobotomized on the air.

His powerful mutant mind turned to jelly.

A *reminder* to all those mutants who would raise themselves above the laws of mankind.

Tonight you will see the physical destruction of the X-Men and the final moment of Charles Xavier's twisted dreams.

AUGUSTUS BREZER, LIVE

MR. MOJO, I KNOW I SPEAK FOR ALL OUR VIEWERS WHEN I SAY- IT'S GOOD TO HAVE YOU BACK.

WE'LL BE COMING BACK TO YOU AS THE EVENING CONTINUES.

LET US NOW GO BACK DOWN TO THE JUNGLE AND SEE--

Okay, remember when that idiot disguised himself as other people to get us here in the first place...

Okay, point made.

I'm just saying.

We're exhausted and--

Storm, vere is Scott Summers?

We lost him back that way a half mile.

Reavers, okay. Break's over.

It's time to bring it in for a grand finale.

These kids are tougher than they look.

Really? Tougher?

Them or us?

Us.

That's what I thought you meant.

Focus.

Let's pull the legs off this Spider-Man for the kids at home and take it from there.

Because the reason this isn't going as smoothly as we planned is we didn't plan for *him*.

And to be frank, he's really getting on all my nerves.

We didn't come this far to lose. That ain't happenin'.

Gus, you have him on any of the thousand cameras on this damn island?

HOLD ON. THE CONTROL ROOM IS LOOKING FOR--

WAIT. WE HAVE HIM.

SOUTHEAST OF YOU, FIFTY YARDS.

IT LOOKS LIKE THE MUTANTS ARE HEADING TOWARDS US HERE IN THE STUDIO.

WE'D REALLY LIKE THAT NOT TO HAPPEN.

Hold on.

Cruise, you got him?

You got him?

Got him.

Take him.

Okay, we need to get to that studio up on the hill.

I think that's where they *do* have Xavier and that's where--

If this is a TV show going out live to half the world, do you think we could be up for an Emmy, because I think--

FABOOM

UGU[illegible]BEE[illegible]R LIVE

YAHTZEE!

Kitty?!

KBAM

KBAM

KBAM

All right, let's wrap this up.

BAMF!

KBAM

KBAM

AUGUSTUS [illegible]

THAT IS X-MAN KITTY PRYDE USING HER ABILITY TO PHASE THROUGH SOLID OBJECTS TO ATTEMPT TO TURN THE TIDE OF THE FIGHT.

THE RUMORS OF HER ROMANCE WITH THIS SPIDER-MAN CHARACTER DO SEEM TO BE TRUE.

Uh, someone help me with--

KBAM

KBAM

KBAM

KBAM

AAAGGHH!!

Funny thing happens to machinery when I phase through it.

FTOP

POP

And being that you went and made yourselves half machine, let me--

Yeah, yeah... die.

AAIEE!!

ZAGKLEE

You got spunk, kid, but--

DEADPOOL, LOOK--

Dargh!

FAK

Agh!

No--!!

FBAM

FBAM

FBAM

Yrraaggh!

Don't let them get the upper--

DEADPOOL, LOOK--

Heavier than you look!

Let go!

You got it.

KRAKABOOM!

Agh!

FUMP

Okay, no more fu--

THWIP!

UH-OH.

BAM

BAM

SPANG

Come on, bubbie!

THWAP

SPOK

Don't--

What does it *take* for you to go night-night?

Oh man!

AUGUSTUS FREEZER

UH-OH.

I told you!!

You don't have what it takes to win against this!!

I will win this!

We gave up everything to destroy you animals!

We gave up everything to put you down!!

AUGUST

I'M SORRY YOU AT HOME HAD TO SEE THAT. WE--

"AS WE EXPLAINED EARLIER IN THE SHOW, THE REAVERS WENT THROUGH GRUELING SURGICAL EXPERIMENTS TO MAKE THEMSELVES EQUAL TO THE TASK OF FIGHTING SUPER-POWERED MUTANT YOUTH.

"AS YOU CAN SEE, WADEY WILSON TOOK IT AS FAR AS A MAN CAN."

Peter, throw me at him.

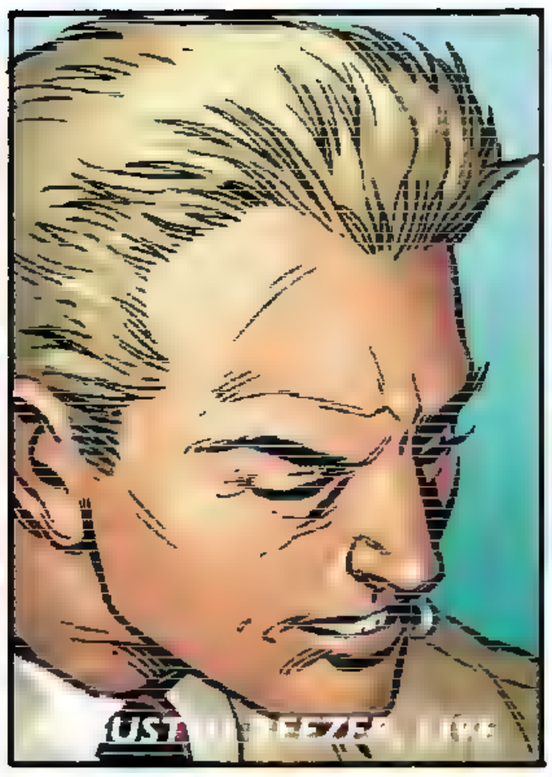
What?

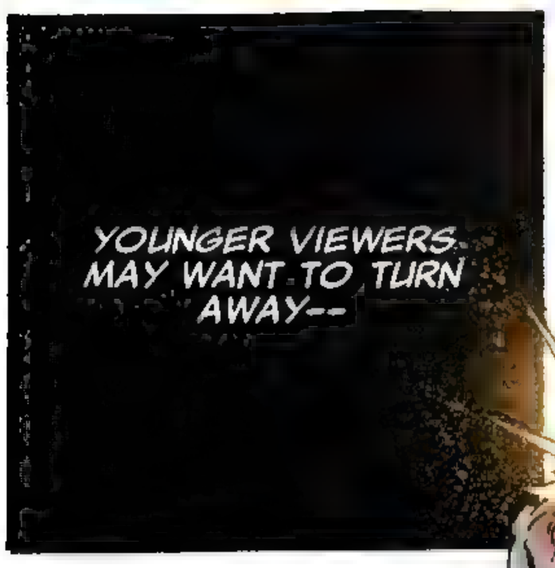
Do you understand? Do you?

They'll understand when it's over.

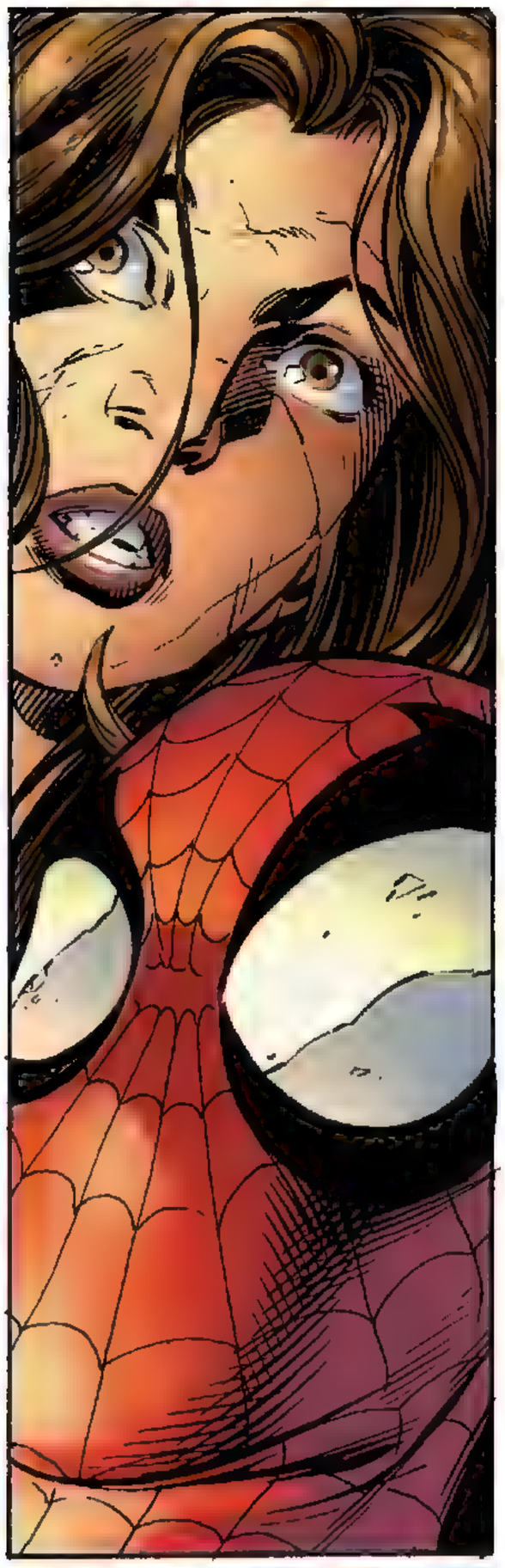
Nn...

I understand you smell like a KFC dumpster on a hot day.

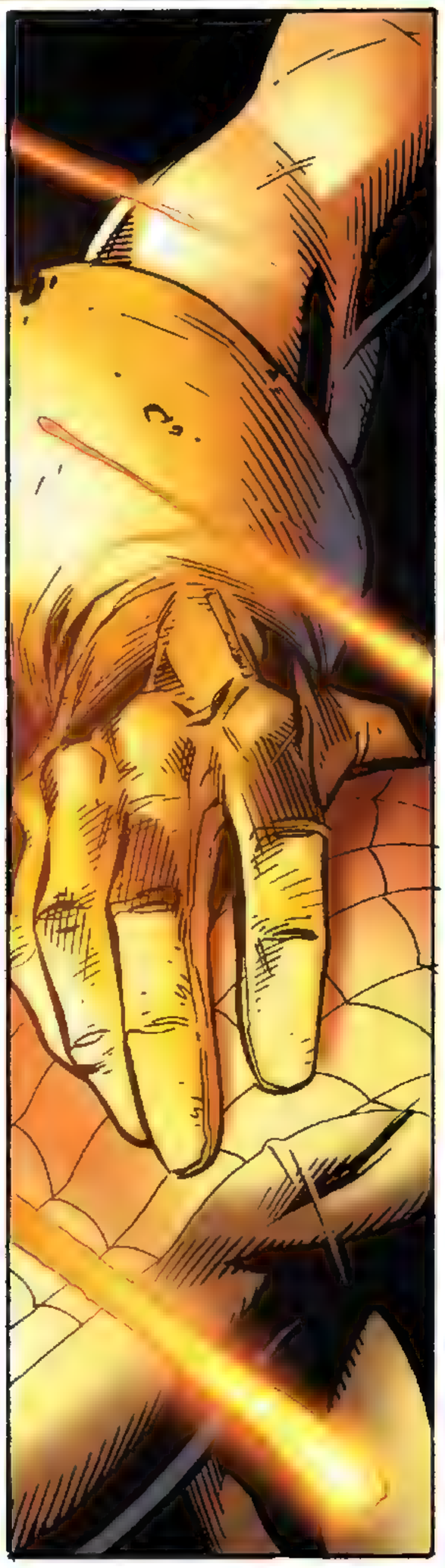



YOUNGER VIEWERS MAY WANT TO TURN AWAY--

KYYIIAARGGH!



I will not go- rrgg!



Kitty!

AUGUSTUS BEEZER

UM...

Let's do it for Wadey!!

FOOM

OKAY, UH, MAYBE WE SHOULD JUST...

KRAKOA ISLAND, LIVE

IF YOU CAN HEAR US?

THE AUTHORITIES!! THIS IS LIVE!

WE ARE UNDER SIEGE BY MUTANT--

KRAKOA ISLAND, LIVE

YES. THE AUTHORITIES.

PLEASE, IF YOU ARE WATCHING THIS.

KRAKOA ISLAND, LIVE

PLEASE DO COME AND TAKE CARE OF THIS TELEVISION SHOW THAT KIDNAPS CHILDREN OUT OF THEIR BEDS AND BRINGS THEM HERE TO TORTURE AND KILL THEM.

KRAKOA ISLAND, LIVE

MY NAME IS JEAN GREY.

AND I DON'T HAVE TO ASK YOU WHERE YOU ARE KEEPING PROFESSOR XAVIER.

I CAN JUST LOOK INTO YOUR MIND AND TAKE IT.

KRAKOA ISLAND, LIVE

I COULD ALSO TELL YOUR MIND TO STOP BREATHING.

BUT I'M ONE OF THE GOOD GUYS.

LUCKY YOU.

KRAKOA ISLAND, LIVE

HEY, KIDS!

IF YOU'RE WATCHING THIS AT HOME. WATCHING THIS TELEVISED HATE CRIME.

YOU'RE THE REASON YOUR LIFE SUCKS. NOT US.

KRAKOA ISLAND, LIVE

SIT IN THE DARK AND THINK ABOUT THAT.

Professor, can you hear me?

Either hand me a gun or do it yourself, but put him--

Hello? Do you hear what is going on out there?? What is--

--wrong with you.

Now, if I may have a word in response to your accusations against me and my students...

Jean?

He's down that hall but he closed his mind off to me.

Professor?

Professor?!!

AAGGHHH!!

Oh no!

Jean?

I-I don't know.

Professor!

I'm no worse for wear.

We heard the scream and--

Let's just leave this horrid place.

I saw a small airfield.

Mister Parker. You came to our rescue.

I fear to think of what would have happened to us if you had not been here to tip the balance in our favor.

You're a fine young man.

Great. Can I move in with you guys when my aunt kicks me out of the house?

Let's get you home.

You all right?

It's just the hate.

Yeah.

It gets to you after awhile.

Yeah.

Well, thanks for a lovely evening.

Are you really going to do it?

It's four-thirty in the morning. I've been missing for a day.

There's no way out of this one.

I have to tell Aunt May I'm Spider-Man.

I have to.

What will she do?

I have no idea.

Maybe, I don't know, maybe Jean Grey or the Professor can use their psychic powers to make her forget you were missing or--

Come on. First of all--

I know.

It's just wrong.

I know. I just- I want you to be happy.

(Okay, into the fire I--)

I'm coming, too.

No! Kitty!

I'll come too. You'll have a buffer.

It's my problem. I'll--

She can't kill you in front of witnesses.

But--

I can help explain. Come on.

Maybe she went to bed.

Maybe she's out looking for you.

Oh man...

Car's not in the garage.

Oh man, this is bad.

You have a message.

You have one message.

Peter, it's Aunt May...

Pick up.

(He already went to bed.)

Okay, if you wake up and get this, don't freak out.

I'm, uh, I'm not coming home tonight.

My date's going well and well, I'm going to stay here tonight.

You're a big boy, so we can discuss this later.

Write down this number.

Miles Warren. He's a doctor.

His phone number is 609-585-

Wow. Your aunt got her groove going.

Miles Warren?

She never came home?

Hey, you dodged a bullet.

ULTIMATE SPIDER-MAN #95
"MORBIUS PART 1"

Months ago

And what do we have tonight for the fledgling young Spider-Man who has taken to talking to himself?

TAP TAP TAP

Nothing out of the ordinary--

Just a guy running like a maniac through a side street of Manhattan.

Either running *from* something or *to* something, but still, middle of the night, running. Not good.

Oh, and there's this other guy chasing the first guy...

With the guns and the chasing...

So here we go again with that whole "with great power must also come some idiot shooting at my head!"

THWIP

BAM BAM

BAM

BAM

BAM

BAM BAM

BAM

And the shooting.

Whoops!

Sorry about that!

SMACK

Oof!!

I didn't realize it was people-hunting season.

Here, let me get those for you- whoops--

Aw man, I done gone and gooed 'em up.

THWIP

SPAK

Grraahh!!

You idiot!!

Hey! You okay?

Hrrrggghh!!

Whoah, settle down back there!

Didn't you hear the bell? It's crazy-person-nappy-time.

THWIP

THWIP

So, hey, wait up!

What was all that about exactly?

Hugh hugh hugh...

Hugh--

Aaggh... oof!

SLAAPSH

Dude, you okay?

Did you get shot? Do you need to go to a hospital?

HAAAHHSSSS!!

WHFUMP

Oh my God...

Oof!

HAAHHHSSSS!!

Ahhh... ugh...

AAAIIEEE!!!

THUK

Jeez!

HYAAAGGHHIEEE!

Huagk!

Kid, my name is Blade.

You ever *touch* me again--

Ahhh!!! Aaggh!!

You ever *look* at me again--

And I will eat your heart for *breakfast!*

You *hear* me??

gkk...

Guh

Gggauhh...

Ccoff...

Jeez...

"I can't believe this."

"We're a hot item."

Today

Hot item!

Three million people have downloaded the Krakoa Island footage.

Ugh!

Entertainment Weekly says we're the "it" couple.

And yet I'm grounded!

How can you be grounded?

Grounded!!

Kitty, why are you yelling at him?

The Professor wants me- all of us X-Men- to stay at the X-school and lay low 'til all this Krakoa Island stuff dies down.

It'll all blow over tomorrow.

I've yet to do the stupid thing I'm going to do *today* that will replace this embarrassment.

This **sucks**. *And you know what* **else** *sucks?*

Now we can't go out as a--

We can't go out on a date as a real couple!

We have to keep sneaking around!

Sorry.

Will you just tell the world you're Spider-Man and take me to a movie!!!

Sure, let me write that down.

I'll do that right after lunch.

Oh my God, does this suck. I hate this!

Are we okay?

What?
Are we okay?
Okay like what?
Okay, okay.
Oh no. Do you want to break *up* with me?
You *were* yelling at him.
No.
You promise?
I'm not breaking up with you.
I'm sorry I was yelling.
You came to my rescue at that hellhole, Krakoa Island.
Yes, I did.
That was pretty cool.
We're a hot item.
We *have* to stay together.
At least until the media takes our names and smushes them together and makes one name out of it.
Hot item!
And alone in our rooms.
Oh yeah! You *get* to leave the house!
Actually I'm at work at the newspaper.
VAMPIRES!?
Got to go.
Vampires?
Got to go!
PETER PARKER

Ben Urich!

How does an almost-award-winning journalist hand me in a story on vampires?

Jonah, I'm reporting the facts as they were--

Vampires!??

There's mutants, Spider-Men, Captain America frozen in a block of ice for decades, Tony Stark is a human tank--

--but ***vampires*** is too much for you?

I'm not printing this.

You really saw a vampire?

If I saw it myself- it would be a headline.

Exactly, it's flimsy.

Robbie, the girl ***said*** she was bit by a vampire.

It's flimsy.

Print media is dead anyhow.

Just find more. It's half a story.

Oy.

Can I read it?

He's right.

It's crap.

by Ben Urich
Investigative Reporter

Interview of
JENNIFER GRÜNWALD

Every day, it seems modern society reveals myth to be fact and what we thought to be fact to be myth. That is what 21-year-old Jennife... three days ago. T...

Every day, it seems modern society reveals myth to be fact and what we thought to be fact to be myth.

That is what 21-year-old Jennifer Grünwald discovered three days ago.

That myth may very well be fact.

Jennifer works at the New York Public Library in the foreign literature department.

She is fluent in French and Spanish.

She is used to communicating with people from all over the world.

The man she met this morning was at first nothing special.

Just another American immigrant who may be hitting on her in a language she doesn't understand.

The feeling, Jennifer recalls, that followed was a different story.

She recalls a hazy "drug-like" feeling washing over her.

The stranger's voice now in her head. In English.

"And I did."

"I can't remember exactly what he said other than that I was overwhelmed with a feeling to follow him outside.

"I thought maybe I was drugged or something, but I wasn't. I hadn't had a drink or even lunch yet.

"I remember him whispering in my ear but I don't remember what he said.

"I vaguely remember being in the back alley across the street from the library.

"And I don't- I don't remember anything after that."

Jennifer woke up that night, in her own bed in her own home, confused and disoriented.

Jennifer, this is the man I was telling you about. He's from the *Daily Bugle*.

He wants to hear what happened to you.

She had not been violated in any way, except for the marks on her neck.

Two small circular marks on the bottom of the left side of her neck.

Wounds that were a day old, already healed as if they happened weeks ago.

Scared to return to work, scared to go to the police, Jennifer realizes that what she thinks happened to her makes her a target for ridicule.

Even though there is physical evidence to support her claims, she's scared.

I know it sounds insane and I don't know exactly what happened to me.

It may just have been a maniac playing a creepy dress-up fantasy fetish thing.

But maybe it was... a vampire.

But what's to say there are no vampires.

There's Spider-Men and mutants with angel wings.

Maybe vampires are real, too.

Something has happened to me.

"I just want to understand it."

Hey, MJ.

Uh...

Hey MJ, sir?

Not today, Peter.

Not what?

Come on.

What?

What?

I'm seriously asking, what?

Fine!

MUTANT LOVE ON KRAKOA
SPIDEY GETTING IT ON!

EXCLUSIVE PHOTOS

Yikes.
I mean, how much of this am I supposed to take?
(This is nuts.)
Can I explain myself?
You can explain why you so badly had to break up with me because *"no one is safe"* with you because your life as Spider-Man dooms you to eternal loneliness.
Yet two weeks later you're dating gangly-girl.
I can explain it.
Great.
MJ, she has mutant powers.
She can defend herself.
In fact, she has the power to phase through things.
Which means...?
She can't get hurt.
Well, then she's ***perfect*** for you.
MJ.
Do you love her?

No.
No?
Not yet.
But you're working on it.
MJ. Listen...
I can't believe this.
Listen...
She called me up and asked me out. And we, you know, we have a lot in common.
This whole thing with this magazine, the TV--
All it is, is I was trying to *help* her out of a jam- I was trying to help *all* the X-Men who, by the way, have helped me in the past.
I didn't know I was going to be on TV with her and all of this.
It's bizarre!!
I still have the scummy media hanging around school *looking* for Spider-Man and now this.
It's all too close. I don't like it.
You wear the costume.
I didn't- come on.
This wasn't the plan.
Did you *know* her when *we* were dating?
Yes, but...

And I'm what, supposed to just *deal* with it?

Be your *friend?*

I'm hoping, eventually! Yes.

You are my best friend.

You're not mine.

MJ??!

Maybe you should find someone who--

You ready to see me making out with one of the guys on the team? You ready to see me all over some guy?

Is that what you *really* want?? When you close your eyes and try to imagine a happy life for yourself is *that* what you see??

You're *not* my best friend.

I'm mad at you. I don't want to talk to you. I hate this.

Well, you're my friend and you always will be.

Great.

Yay for me.

Oh yeah...

And watch out for vampires.

KNOCK KNOCK

Who is it?

416

It's, uh, it's Ben Urich, Jennifer.

I wanted to talk to you a little more. My editor, as I predicted, has some reservations about the--

416

--the story...

Mister Urich.

Please...

I'm so hungry...

Then eat.

Anything you need, officer...

And when's the last time anyone here heard from Mr. Urich?

He was here till about 6:30 last night.

We have security cards. I can get you the exact minute he checked out.

I, uh, I know he doesn't park here so--

Ms. Brant, what happened?

Urich didn't come home last night. He's been missing for a day.

Ten bucks says Wilson Fisk tossed him in the river.

by Ben Urich
Investigative Reporter
Interview of
JENNIFER GRÜNWALD

DAILY-BUGLE

This is so my fault.

I wanted to tell Mister Urich, "Dude, I *saw* a vampire once."

And he says: "When did you see a vampire?"

And I'd say: "When I was swinging around as Spider-Man. Oops. But don't tell anyone that part."

I was dying to tell him, just to tell him he was on the right track.

Ben Urich's the real deal.

I didn't think he'd end up missing.

And quite frankly I wasn't even sure I saw what I saw.

It was months ago and it was crazy.

But *every* day's been *some* kind of crazy.

I mean, *vampires?*

I looked up this Jennifer person's address in Brooklyn and here it is.

It's this building and it's apartment 6C but from the outside it's hard to tell which one is 6C.

I have no idea which window it could--

SMASH

Whoah!

Oh man...

Oh man!!!

He's mine!

SSSSSSSSS!!

Wow!

I always wanted to know what it looked like when someone was actually coo coo for Cocoa Puffs!

Agh!

Now I know.

SMACK

FACK

Argh!

RRRAAR-GGHH!

Agh!

CRACK

YOOOUU INTERRRRFERREE!!

HAAII!

FUMP

Nooo!

CRASH

YIIIPP!

RRRRDIIEE!

Get out of here, boy!

You cannot win this fight.

ULTIMATE SPIDER-MAN #96
"MORBIUS PART 2"

My name--

I can't remember my- Ben *Urich.*

My name is Ben Urich and I'm a writer.

I-I-I work at- at a newspaper.

(I can't remember which one.)

I'm so hungry.

Why am I so- I work- *Bugle!*

I work at the *Daily Bugle.*

I'm a reporter and I was working on a story.

About a woman--

Oh- *oh my God!*

Oh my God, I was bit by a vampire!!!

I'm a vampire!!

Oh my God! My family!

Someone help me!

Oh my- *Why can't I move?? Why do I want her so much??*

She killed me!

She's ruined me!

She's feeding off of me, is that Spider-Man? Spider-Man is here??

Why-?? Spider-Man?? Vampires?

Why do I- someone please!

I'm so hungry.

Stand down, hellspawn!!
You know who I am!
First of all, I *don't* know who you are and secondly--
I'm not talking to you, boy!!
MORBIUSSSS!!!
He's mine!! He's my food!!!
HE'S NOT HERE TO TAKE YOUR FOOD, GIRRRRL. HE'S HERE TO TAKE YOURRRR LIFE!!
THWAP
Okay. The wolf *is* talking.
I'm officially creeped out.
THWAP
THWIP
Boy!
RRAARRGGH!

RARRGH!!

Afgh!

RAGGH!

Don't--!!

My food!

Hai!

Oh my God!

FUMP

HAII!!

Boy, I told you to leave!!

CRASH

MORRRRBIUS, I DON'T CARE WHO YOURRR FATHER IS.

I'M GOING TO KILL YOU WITH MY BARRRRE HANDS AND FEED YOU TO MY FRIENDS.

Well, I'm right here, big-time!

My fooood!!!

Miiinne!!!

I'm sorry I didn't save you from this.

My food!

(I would have given my life to save yours.)

SHUGKKK

AAAIIEEE!!!

Don't!

Can I help--?

(Oh my...)

Somebody!!

Please do something!!!

Oh my God!

What did you do to him?

I didn't do *anything*. He was bit- his name is Ben Urich. He's a reporter.

The reporter?

For the *Daily Bugle*.

What bit him??

A vampire.

Stop it. What happened to him?? What did you *do*?

I'm *telling* you a vampire bit him. *Look!*

I can't help him unless you tell me what--!!

Listen to me!!

You're talking to a guy with *spider powers!!* And I'm telling you it was a *vampire!!!!*

Police!!

Freeze!!

Agh!
Put your face on theaaggh!
I don't have *time* for this.
SHRAK
(Sorry.)
Listen to me.
This is a *friend* of mine. He's been *bit* by a *vampire.*
I *tried* the Fantastic Four. I *tried* to think of somewhere else to take him but I *can't* think of anyone else.
Help him, and if you don't know *how* to help him, find someone who *can!!*
Just get *out* of here!
But--
There are sick people here and you're upsetting everyone!
Okay! Okay. Just please!
Please help him!!

I don't know what to do.
We called S.H.I.E.L.D. but I don't think they took the call seriously.
They got their hands full.
I don't know what to do. Should I call the F.B.I.?
I called my captain. He'll be here any second.
Is it *real?* It's not real, right?
We're running his blood now.
Don't know what we're *looking* for but we're *running* it.
Spider-Man. Huh?
I know.
Just drops this on us and runs away.
All those mutants.
I hear ya.
Hungry...
Hungry...
I know...
I know it hurts.
Hunnngry...
It's almost over.
Hungry...

And I was just starting to *doubt* my plan of hiding in the ceiling to keep an eye on my friend!

For once my stupid was smart.

SPACK

SMACK

Get *out* of here!!!

Get *out!*

You hear me, you--

Boy!

If you want to help your friend, *stop* interfering!!!

OW!

SMASK

I'm not trying to hurt your friend. I'm trying to save him.

Boy! I'm *helping* you!!

You're trying to bite his *face* off.

Get away from him, I swear to God, I'll--

He's already been bitten *once.*

If he is bitten two times more in the light of the moon, his transformation to the blood-seeking undead will be permanent and complete.

What??

I can save him!

I don't *believe* you!!

Hungrrrrryyy...

What more proof do you *need!!??*

But you're a vampire. You'll--

Don't put me with them.

Some of us *refuse* to give in to the curse. Some of us are *strong* enough to fight it.

Stay back and let me *help* your friend.

Don't.

I promise you I'm going to help him.

I and I alone have the power to stop this transformation.

I made a promise on my mother's grave that my father's unholy curse will not take anyone else.

Your father?

Who's your father?

Dracul.

Stay back.

This looks worse than it is.

NO!!
STOP IT!
SLAM
Puh-puh-police!! Freeze!!
Owww...
Dude, not now!
On the ground.
Don't you get that--
Uh-oh...
Oh my God.
What?

Help! I can't--

Rraarrgh!

AAGGHHHH!!!

GKK!

CHUK

AARRGGHH!!

WHUMP

CRAK

Huaagghh!!

This blood is tainted!!

This blood is diseased!

You're not human! You're not pure!

Oh my God!! Oh my God!!

You killed me!!! You turned me into you!!!!

SMACK

Hsss!!!!

"Hsss??" That's all you got?

Agh!

Too bad! Missed moment!

YEEEEEE!!

SHUCK

Hsss!!

SHUCK

Okay, you know what? They killed me!

They freakin' killed me!!!

Let go!

Stop.

I'm going to- I'm going to--

Stop.

Stop it.

Shhh!

SNFF

That's what I thought. Your blood is diseased.

Don't worry. You'll be fine. You're lucky.

What?

You've done something to your blood.

Is that what gives you your abilities?

Your blood cannot feed a nightcrawler the way normal humans' blood can.

Help!!!

Somebody help!!

Look!

What did you do?
I saved him.
Are you okay?
No.
You saved him?
And you.
Who- what's your name?
Morbius.
And if we ever bump into each other again...
Let's both pray that you've grown the $%#@ up.
Ow!
Um... hello?

Yum.
I love the smell of formaldehyde in the morning.
You okay?
Hello?
Mary Jane Watson calling Peter Parker collect, will you accept the charges?
I don't feel like doing this.
It's dead.
It won't bite you and give you frog powers.
Seriously... you okay?
Don't worry about it.
Is it me?
No.
Promise?
It's not you.
What happened?
Nothing.
You can't fool me, that sweater is a desperate cry for help.
Don't freak out.

I'm okay.
How do you know?
I know.
Is that from a--?
Yeah.
I don't understand, how do you know if you're--?
Listen to me. It's happening again. Okay?
I'm seeing things I shouldn't see.
I'm too young to be doing and seeing these things.
Daredevil warned me, they all warned me.
How old do you think is old enough?

JUSTICE

ULTIMATE SPIDER-MAN ANNUAL #2

I'm police captain Jeanne De Wolfe.

You called me about this "Moon Knight"...

Well, you told us to call you if there was any change in his condition.

He woke up for a little bit and we--

And...?

He woke up out of his *coma*??

Yeah, he just woke up.

Did he *say* anything?

Uh, no.

And this *is* the guy in the paper who was dressed as a big moon guy and fought Spider-Man?

That's true, right? He had no fingerprints and no- hey!

Herman, Herman, Herman...

SPOK

MARTIN

MENDOZA

"Shocker."
The only thing shocking about you is why I keep running *into you!*
You're the worst themed-criminal in the history of themed-criminals.
As a friend, I'm telling you, you suck at this.
Just leave me *alone!*
Oh my God! Are you *crying?*
Why do you keep *doing* this to yourself?
Just- *sniff--*
And, more to the point, why are you not in *jail* from the last *four* times I caught you red-handed?
I have caught you trying to rob banks, ATMs, a comic-book store, and an Aunt Annie's Pretzels and why, oh why, are you not in *jail?*
Maybe it's because you leave him tied to a lamppost for the cops to find him...
Any lawyer right out of law school could get his case thrown out in two seconds.
And who are you?
Franklin Nelson, attorney-at-law. And who are you?
Oh, great...a lawyer.
If you *want* him to do time... physically *bring* him to the police and press charges.
You *have* witnesses. He'll go away for three to five years.
What?!!
(They'll knock it down to one.)
One?!!
Hey, *you* robbed in broad daylight, dressed like- what are you?
Bring him to the cops, genius.
The Shocker.
The Shocker?
I didn't name him.

Not like this! Not like this!!!

Captain De Wolfe?

Yes?

I, uh, I think I need to talk to someone at S.H.I.E.L.D.

Oh, really?

And why do you have to speak to S.H.I.E.L.D?

Because I'm confused about the paperwork here with Captain America, and what he was doing with that little--

Stop right there. *You* don't talk to S.H.I.E.L.D.

They are up here and we're *waaaaaay* down here.

But I thought--

It's a hard lesson to learn, officer, but you'll learn it soon enough.

It's not like when our daddies were cops.

It doesn't *mean* the same as it did.

There are mutants and super heroes and dragons and what the hell are *we* supposed to do about *that*?

You don't believe that.

Open thine eyes, officer.

Uh...

If you believe that, why are you even a--?

Excuse me.

Is there, like, a drop-off box?

Whoah whoah whoah!!! Everybody calm down!

Guns away!!

Sorry, guys, sorry!

Sorry about dropping in without calling but it- *agh*- it wouldn't be me if I didn't dive into rooms filled with people with guns.

What is ***this*** exactly?

This idiot was out there being stupid and tried to steal this stuff- here--

For?

You know, I've been ***looking*** for you.

Meet me on the roof.

Where you been?

Oh, you know... around...

I saw on TV you're dating one of the X-Men?

Uh, what did you want to talk to me about?

Okay, well, remember when you came to me last time all freaked-out that the Kingpin was giving you info on a bad guy--

Hammerhead.

And taking Hammerhead down was the right thing to do, even though it *did* benefit Kingpin.

Good times. Good times.

Well, I said then- who cares *where* the info came from. Good info on a bad guy is good info on a bad guy.

Yeah... I guess.

Well, I'm asking- if *I* gave you info on someone I knew was a bad guy, would you use it?

Use it?

You know...

You're a *cop.*

So, uh, why don't *you* use it?

Because we haven't caught him in the act.

See, I have to wait until he *hurts* someone. My hands are tied.

But *you* can swing around and do whatever you want.

Hmmm...

I don't know.

So we have to *wait* until he does something truly *heinous!!*

'Til after someone *dies!!*

Because you "don't know"!!

Whoah, jeez, okay...

Who is he?

"Frank Oliver.

"For some reason they call him the Kangaroo."

"Of course they do."

"He's making a play for territory."

What is this?

Oh!

Hey!!

"What? Like Kingpin's territory?"

"It's not Kingpin's. It's no one's.

"It's people's lives.

"But tell these jamoke gangsters that, right?"

SMASH

You have money to *play cards* and you don't have money to *pay me*??!!

No, no, I--

"This Kangaroo is tearing through the lower trenches in a huge way.

"We got a couple of bodies, a couple of rumors, but nothing we can pin..."

You pay me now!!

But--

No buts!!

CRACK

I guess- I guess I'm just surprised you're willing to break the law.

No, I'm just--

Hey, if you don't want to do it, *fine.*

But I've *had it!!*

Every two seconds there's another parasite crawling all over my city and I don't have the manpower or funds, or, in this case, the so-called "right" to do anything about it.

What do you want me to do?

Beat him up.

I'm not going to do that. That's not what I do.

What *will* you do?

I'll--

What's the line *exactly?*

Let me- *hey-* let me go see what's what.

If I see him doing something he shouldn't, then I'll, I don't know, act *accordingly.*

Well, I guess I can't ask for anything more than that.

What is *this?*

It's where he hangs out.

And *that's* why I'm never playing golf with you.

Mister Fisk, there's a call for you.

Guess who just swung by my office.

Where did you send him?

Sent him to the Kangaroo.

I'll see you tonight.

Eleven.

I'm sorry, Senator, you were saying?

I hate these moral conundrums.

That's what this *is*, right? A moral conundrum.

I am completely immersed in conundrum.

Why does this *feel* wrong?

I dress up like this specifically to beat up bad guys and a cop I know points to a bad guy who needs a beating...

And yet...this feels wrong.

But why *do* I have to wait 'til the crime happens to stick my nose in?

Why *not* jump in there and stop it *before* it goes down?

Why wait 'til someone gets hurt?

SMASH

You know, like that guy...

Well, at least the conundrum's over...

BAM BAM BAM

SMACK

BMB LAGER

STARK LAGER

Faaaaar out! It's Daredevil!

YOU!!

CRACK

Hey, it *is* me!

THWAP

THWAP

Spider-Man!

Idiot!

CRACK

Agh!

I told you once before!

You're too young and too stupid to be in this world!

FUMP

Now go home!!

Agh!

You dumb $%#@!

"So, Mister Murdock..."

It's my understandin' that the Kingpin offered you the moon...

And that you told him to stick it up his big, fat you-know-what.

Well, I said it more politely than that.

Well, that means you either are the goodliest goody-goody on the face of this God's green earth, or you really hate the Kingpin.

What's on your mind, Mister Arkadian?

I represent an interested party- someone interested in your law firm if, in fact, you got a thing against the Kingpin.

Who are we talking about?

NELSON AND MURDOCK, ATTORNEYS-AT-LAW. HELL'S KITCHEN. YESTERDAY

You ever hear of Franky Oliver?

It's guaranteed lots of business.

Guaranteed anything you'll be working on will be in direct conflict with the Kingpin's best interests.

Fantastic. Leave his contact information with Miss Page and we'll set up a meeting.

Well, the problem is...

He don't- he don't want too many people knowing where he is all the time.

Mister Arkadian.

This is attorney/client privilege.

Your secrets are safe with me.

It's the law.

Okay, okay.
You know. I gotta keep an eye on my boy.
We're buildin' somethin' big here.
We'll set something up as soon as we can.
Uh- what was *that* exactly?
We're taking on the Kangaroo??
Of *course* not.
So telling him to go to hell was a bad idea because?
No reason to make an enemy out of him, Foggy.
Why'd you take his information?

Now

SMACK

Agh!

My turn!! You gotta give me a turn!!

Whoah whoah whoah!!

Play nice!!

THWAP

THWAP

Don't you- yarrggh!

SMACK

CRACK

Agh!

Oh no!

Hey look, it's the Punisher.

It's Frank Castle.

Eatin' all by himself.

Eatin' wit' your hands.

No fork, no knife, no spoon. They don't trust you for nothin'.

My name is Jake Palento, by the way.

I know you don't know me, but I just came here to tell ya that I'm getting out today--

Walking right out the front door.

Free man.

Ryker's Island, maximum security prison. Yesterday.

My cousin is going to be there to pick me up.

His name's Frank Oliver. The Kangaroo.

And he wanted me to personally thank you before I left.

So think about that as you rot in hell for all time, you sick $%#@ dirty ex-cop.

See, all that trouble you caused the Kingpin that got you locked in here?

Well, it made it ***easy*** pickin' for us. We just wanted to say thanks.

Because while ***you*** rot away in here, we'll be out there.

Living a life that ***you*** helped provide.

Oh!

RUMMBB

HRRR!!!

Guk!!

Hey, youaakk!!

THMUP

PUMPF

Come on, Frank!

Take him!

HYYYRRAAGGH!!!

How does this happen??

Every time!!!

I'm sorry, warden, we took away his silver-ware.

His *silverware!*

I want Frank Castle *out of this prison.* I don't *care* if you have to--

Now

BOOM

Jeez!

BUDDABUDDABUDDABUDDABUDDABUDDA
BUDDABUDDABUDDABUDDABUDDABUDD

Oh great! The Punisher??!!

Did *you* invite him?

Because I didn't invite him!

Shut up.

SPING SPAK SPING SPAK SPAK SPAK

You're all dirt.

So...

Who makes *your* costumes?

Shut up.

SPAK SPING SPAK SPING

DDABUDDABUDDABUDDABUDDABUDDABUD

BUDDA

CRACK

BUDDABUDDABUDDA

BUDDABUDDABUDDA

CRACK

Man, oh man!!

Hello?

I'm here.

Oh, thank God.

Where's the other one?

Where's Mark Spector?

I'm here.

Where are we?

He's not well.

What happened? I can't remember how we got here...

We got hurt in a fight. He needs to wake up.

I remember now. We were stabbed.

We're in a hospital.

We're not *dead?*

We're not dead.

If we were dead, we wouldn't be having this conversation.

Maybe.

What should we *do?*

We need to wake up. We need to get back to our project.

Wake up.

Wake up.

Wake up.

Wake up.

Put it away, Marlene.

Jeez, Steven!!

Where've- oh my God- where've you been, Steven?

You've been gone for weeks.

Hospital. I'm okay.

Sorry.

I thought- I thought you were the *Feds.*

Thank you for still being here.

Of course, baby. Oh man, what *happened?*

Ninja stabbed me. I'm okay.

Can we *stop* this now? Can we?

Can we just- put this Moon Knight behind us?

You're not well. You- you need to find another way to handle all of this.

Can we *do* that?? Can we get out of this city?

No.

Why?

We're not done yet.

We who?

Now

TUMP

Whoah!
Whoah!
Whoah!

AGH!

SPACK

THWAP

Boys, boys, boys!!

There's plenty of me to go around. No need to fight.

(Oh great, I'm doing Bugs Bunny material!)

BUDDA BUDDA

BUDDABUDDABUDDA

Hey, Moonbeam, I missed you, too!

Agh!

And didn't I tell *you* not to wear white after Labor Day?

I swear I told you that!

Amazing.
They forgot all about me.
I didn't forget you.
SPOK
And that's how that happens!! Hahahahaha!
Friars Club. Yesterday.
Oh hey, did you hear about Manny buying the pool hall? I think he did it with my money and I think it's time to-what?

They call you the Kangaroo.

And you, Kingpin.

Want to switch?

Cute. No.

I understand you intend to conduct business here in New York City.

I'm having dinner.

I came here to look you in the eye, man-to-man...

So you'll see my face when I suggest to you that it's time to do one of two things.

Leave or go through me.

It's a very big city.

It is not, is what I'm saying.

Should we take it outside?

This isn't prison and this isn't high school.

Feels like both.

It's not how I do business.

When it comes from me- it'll come in forms you'd never expect.

Enjoy the rest of your meal.

You see that? He's scared a' me.

I- I think he just declared *war* on you.

No, man. Don't you see? *He* actually came *here*.

To *me*.

All the way down here?

He's terrified of me.

I dunno.

He might as well have come here and said- *"It's all yours."*

Oh, it's on now. We don't stop.

I dunno.

You'll see. What's he got? Nothing.

WHEEOOOWWEEOOOWWEEOOOWWEEOOOWWEE

Now

Yay!

People of actual authority.

On the ground!!
You stay on the ground!!
Puh!
You guys!!
Let the Fire Department get to the fire so they can put out the fire!
Thank you!
Well, that's it for me, folks...
AGH!
THWAP
THWAP
Thanks for the shooting and the stabbing.
The police will be with you, momentarily.
He told you...
It would come in shapes you'd never imagine.
Uh, okay, I'm one of the good guys, thank you!
But I'm not the only crazy here. I got the Punisher webbed up with Moon Knight.
Guns off of Spider-Man!
Someone take him.
Punisher?
Rrr!!
Yeah, the Punisher dude.
The Punisher is *here?*
Rrr!!!
BAM

Why did you do THAT???

SMACK

Why??!!

CRACK

Why!!!

She's a dirty cop.

She's not!!

You're out of your mind!!

She works for the Kingpin. And so do you.

She does. He's not lying.

Doesn't make it right, what he did.

But she was filthy dirty.

She sent me here.

To do what the Kingpin wanted.

Take out his competition.

Come on...it's time to go.

HOW is she dirty?

The rumor is, she actually sleeps with him. She's not the only one.

That's why we need to do what we do, right?

Let's go. They'll arrest you.

I hate him.

The Kingpin. I hate him.

Welcome to the world.

You're one day older.

Why do you do what you do?

SPING

Why do you do it?

Men in masks. We don't like opening up. I respect it.

Sorry to barge in. I figure you know who I am.

I followed you here because I see your name.

I see it in all the right places, hitting all the right people.

You seem to know where the bad guys are and who they are.

But it occurred to me that we're kind of tripping over each other to get at the Kingpin and his kind.

Today, for example, could have gone a lot better.

Kingpin has an army. An army of politicians and cops and gangsters and criminals.

We're just us.

We fight but we're running in circles. And now we're running into each other.

I was wondering, if I put something together. A bunch of us.

With a common goal. A common cause. Would you be interested?

A bunch of who?

A bunch of *us.*

"What would we do, this bunch of us?"

"Make sure Kingpin has no more nights like tonight.

"Where he laughs himself to sleep thinking he got one over on us."

ULTIMATE SPIDER-MAN #97
"CLONE SAGA PART 1"

ISANOVE

Hello?

Kitty? Did you hang up?

No.

What's going on?

So, now you're hanging out with this *MJ* again?

I'm not- *what?*

That's not what I said- I'm not *"hanging out"* with her. We go to *school* together.

You just *said* she helped you deal with all this Morbius vampire stuff. You said you--

She was *there.*

Yes, she saw I was upset, I was creeped out, and she talked me down.

We *are* friends, Kitty. We've been friends since forever.

She knows a lot of stuff about me. Including, you know...

Well, that's just *great.*

Is this because I didn't call *you?* I *called* you.

You were out being an X-Man person.

Well, great then!

What did I do wrong here, exactly?

You don't see how that *kills me* inside?

What?

I should be the one you come to. I'm your girlfriend. I should be the one!

You are.

Well, hello?!!

I'm not.

She is.

I'm not the only person in the world you talk to.

You have all your friends in the X-Men.

Yeah, but--

I have no friends.

Zero friends.

And I have no one who knows about, you know, my other life but you and her.

(And half the super villains in the tri-state area.)

It's different.

HOW is it different?

You're in love with her!!

Oh my God!

What do you want me to do? Move?

Hi honey, I'm home.

Is that her??

It's my Aunt May!

You didn't break up with her because you hate her, you broke up with her because you thought you had to- to keep her from getting hurt!!!

Oh.

Yeah.

BOOP

Hi.

Who were you talking to?

The sheriff of Crazy Town.

Oh! You and MJ got back together?

No.

There's a *new* sheriff in town.

Congratulations.

Go wash your hands. I got hoagies.

Yay.

Two simple words--

"No, I'm not in love with her."

That's all it would have taken.

Midtown High School, Queens

Hey, you.

Hey- oh, hey, MJ.

So, you in better spirits today?

How would I know?

Any more vampires?

No more vampires, I am happy to say.

Where you going now?

I was going to- swing around.

Do you *have* to?

Well, with great power there must also come--

Yeah, yeah. Come with.

Where?

You need a break.

Your head's not in the game. And when your head's not in the game, you get sloppy and someone pulls off your mask.

Take a break from up there and all that.

Where are we going?

Your favorite place.

This is no one's favorite place.

That's what I meant.
Actually, I really *do* appreciate this.
What?
What you're trying to do here.
What am I trying to do?
KFC
Trying to be friends again.
And I really appreciate it.
And. Yes, I'm making you a new costume.
Oh, thank God! Thank you, thank you.
I saw on TV. You have a hole in the one you have.
I literally taped it closed with blue packing tape.
ORDER HERE
Oh, Peter, that is so--
You try and keep your--
Hey, MJ.
Hey, Mark.
Is this the famous Peter Parker?
It- it is.
Good for you.
So, uh, see ya.

And *that* is?
That's Mark Raxton.
The Molten Man.
Molten Man? Wow, now *that's* a bad costume!
His band. The Molten Man.
Something going on there?
When?
We- well, we went out.
What do you mean?
Forget it.
When we broke up.
I shouldn't- I really don't think I want to hear it.
Yeah.
Nothing happened.
Okay.
I talked about *you* all night and ticked him off.
Good.
Nice.
No, I mean--
I know what you mean.
Have you gone out with anyone else?

Well, the Human Torch and I are engaged.

Actually, I'm holding out for Daredevil.

Myuk nyuk. You *wish.*

No.

Everyone's pretty sure ***we're*** getting back together eventually.

It's like I have a scarlet "P" on my shirt.

Very literary reference.

Thank you.

Sorry I'm standing in your way of whatever--

No, that's not what I mean.

I know. I'm just guilt-ridden by nature.

No duh.

So...

How's what's-her-face?

Oh, let's not go there...

Haven't seen her skulking around school in a while.

Yeah. She's ***grounded...*** kind of.

Oh, but she's a big fan of ***yours,*** let me tell you.

She doesn't ***trust*** you?

Honestly.

She doesn't even know me.

CRASH

Whoah! What's going on?

Someone's trashing the *mall*?

Someone with super-powers is trashing the mall?

If I had super-powers, this is the *first* place I'd trash.

Get out of here!

Okay.

Promise me.

You suiting up?

Gotta.

Okay, I'm gone.

SCRASH

Stop. Stop pushing!!

Gah!

Oof!

MY BABY!!

THWAP

Ta-daa!!

MOOKSTER!

Now I'm trashing the mall?? How am I trashing the mall?

Get away from my baby, you monster!!

Yep! Should've saw that coming.

Now let's see what all the--

Whoah!

Oh my God! Spider-Man is trashing the mall! He's gone crazy!!

My baby!!!

Okay, okay...

I was upset that Chik-Fil-A moved to another location too, but that is no reason to throw a...

(Well, I guess I know what I'm doing for the rest of my afternoon...)

I'm not falling for it!! I'm not!!!

Okay. Um...

What aren't you falling for?

I-I-I-I know all your tricks!!

I'm so much smarter than you it's not even funny!!

I'm the Scorpion!

I'm better!!

I know that.

So don't try and psyche me out with this $%^# trick.

It's supposed to be right here!!

Scorpion.

I see. Hmmm...

Well, Mr. Scorpion, seeing as that you're *smarter* than me and all that...

Why don't you just lie down and *act* like I beat the crap out of you...

...and then we can save everyone the trouble of it actually *happening.*

I know I was here!

Okay...

Uh...

Are you mad about a sale?

EVERYONE DOWN ON THE GROUND!!!

On the ground!

Now!

This is Pullman at the Heights Mall. We have a 545, over!

DIE!

No!!

PARAMOUNT

Aaggh!

My eyes!!!

Gaaaaii!!

KRACK

Stop it! St--

DEBKE ROUTOSE

GADGETS

CRASH!

Take him!

BAMBAMBAMBAMBAM

Fleehorn's shoes!

You can't take this away from me!

THWAP

Oh my God!

Well, this got too crazy, fast!

AGH!

SPAFF

Ah ah ah! Not so fast.

I get myself in enough trouble with the cops, I really don't need your help.

I will shoot you right here!

We need backup, now!!!

No!

BAM

You need back-up? I need a huge--

Gah!

Hey guys, I don't want to fight you, I want to--

Down! You stay down!

I'm not the problem--

Help me! Help me! Where do I--??

Agh!

Stay down!

Sorry, guys!

Oh come on, everybody just--

AAGGHH!!

SMASH

Settle down!!

SMACK

CRACK

Don't--!!

BAM BAM

SPING

SPING

Yikes!

SPACK

SPACK

THWAP

Dispatch! Code four!!

We need back-up!

THWAP

ARGH!

SPACK

NYYAARRGGH!

NCERS GIF

"Who are you, masked mystery man??!! Unveil yourself to the crowd!!"

He *said* that! That's what he *said!*

Allllrighty then.

You know, I'm no doctor but...

I *think* you may need different medication.

SMACK

You're not listening!!!

You need to listen!!!

FUMP

CRASH

Are you talking to me or the voices in your head?

CRACK

CRASH

CRACK

And do they talk to *each other* or only to you?

No!! No!!! You have to listen!!

No, I gotta end this before anyone else gets--

Now, please, I'm begging you, calm down or I'm going to have to--

"Who are you, masked mystery man??!! Unveil yourself to the crowd!!"

He *said* that...

Mom??!!

MJ, are you okay?

Did you see it on TV?

No, what?

There was some crazy guy at the mall.

Are you hurt?

No. I just ran home.

Oh my God!

Spider-Man was there. He took care of it.

Oh my God!!

I'm okay.

My baby.

I'm okay.

I hate this city. This city used to be so nice.

No, it wasn't.

Do you need to go to the hospital?

Mom, I'm okay. I'm unscathed. I'm untouched.

Nothing happened, I ran away.

You did the right thing!

I know.

Okay.

Okay.

Jeez.

SQUEEZY

Mmff!!

Mmmffff!!!!

Sweety, you got something in the mail from Barnard.

MJ?

ULTIMATE SPIDER-MAN #98
"CLONE SAGA PART 2"

The Baxter Building, home of the world famous Fantastic Four.

Johnny, drink this.

It's water.

Yep.

I can see the headline: Doctor Reed Richards, leader of the world famous Fantastic Four, discovered water.

Nobel Committee in emergency session.

I made it from my urine.

What?!!

Reed?

Are you $%#@ing with me?

Why would you even think to *do* that?

I saw Mariner do it and I wondered if it could be done.

Who?

Mariner. Kevin Costner's character's name in *Waterworld*.

Are you out of your--!!

Wait, you know the ***name*** of Kevin Costner's character in *Waterworld*?

How many times have you ***seen*** it?

Okay, sweety, remember when you told me to tell you when you were acting in a way that is socially "unacceptable"?

But it's water now, Susan!

As a rule- listen- as a rule society frowns upon serving anything to anyone that ***is***, or was at ***any*** time, anything even remotely resembling pee.

SECURITY BREACH-SECTION ALPHA

SECURITY BREACH-SECTION ALPHA

SECURITY BREACH-SECTION ALPHA

Whoah...

SECURITY BREACH-SECTION ALPHA SECURITY BREACH-SECTION ALPHA SECURITY BREACH- SECTION ALPHA SECURITY BREACH- SECTION

Oh man, what does he think he's--?

Spider-Man, *don't!!*

Mmff!!!

Security override: Sinnott. Open rec room window three.

Hey there, webhead!

Sorry, sorry...

Spider-Man, you can't just *touch* this building. We have the highest security system known to man on this--

Well, I don't have my cell phone on me.

Hey man...

What is *this?* What have you brought here?

This guy- *whoo-* hold on. Okay. This guy was attacking a mall. I beat him up and--

And ya brought him *here?*

Because I really, really, really need your help.

No offense. We aren't the police. We don't just drop off criminals that--

Listen, listen to me... I need help here. I-I-I-I-I--

Okay. Just calm down--

I need to know I can *trust* you. Can I *trust* you?

Yes, of course.

Dude, I told you after that thing that time- I owe you huge.

Tell me *who* that is! I need to know who this is.

We can run a blood test. We can put it in the computer.

Can you do it without telling anyone?

Telling anyone?

Can you do it without the- the authorities knowing you're doing it?

I *think* I can do that, if you *need* me to.

Authorities?

Oh, *that* I can do.

Do it.

Please.

Dude, what's going on?

I don't know yet.

Can you do it so *Nick Fury* doesn't know you're doing it?

Peter Parker.

(Ninety-four point two percent match?)

Oh my God.

His tail mechanism is grafted into his spinal cord.

Uh, ew.

That's an illegal biograft.

Let's wake him up.

He might have a concussion. Maybe we should get my dad in here to--

He *is* the one with the answers.

No!!

No?

Ninety-four percent? You said ninety-four percent?

Oh my God!

(Ninety-four point two percent match?)

Yes.

Ninety-four percent what?

It's a ninety-four percent DNA match. Which is odd.

It's usually a match or it's not, but the finding was so specific to the medical records of--

Oh my God.

I got, yeah, here... Peter Parker. Caucasian. Around sixteen years old. Not a mutant.

Some genetic damage. Never seen that kind of damage before. Hmm? Maybe that's the percentage discrepancy or--

Okay, listen to me...

I'm Peter Parker.

Me.

So who is *that* and what is going *on*?

Huh.

Hey, I know you.

We went to school together.

The Triskelion.
Headquarters and home of the Ultimates. The U.S.-sanctioned superhuman task force created by Nick Fury and S.H.I.E.L.D.

General Fury, Reed Richards in on the secat line.

Dr. Richards. I haven't changed my mind about the Skrull initiative you--

No, no, I'm calling about something else.

Good.

What's the government's take on human cloning experiments?

It's *exactly* what you see on TV.

It's off-limits. No cloning. It's too controversial. Morally ambiguous.

So no one we know is doing anything with cloning?

Nope.

And no one over there at the Triskelion is doing any cloning?

And neither will you be if that's what you're really asking.

Oh no. NO. I wasn't.

I *mean* it, Doctor.

Okay.

You *are* technically army personnel. You're a federal employee. You have to obey the law of the land.

I'm not cloning anything.

I was, um, on the can reading an article in *Wired* magazine and it just got me thinking.

Well, thanks for that intimate look into your bathroom habits.

SLEEP

He's *lying.* He's a *liar.*

Actually, this time he's *not.*

I have virtual sensors reading body temperature and pulse rate fluctuations and it didn't budge.

You can *do* that?

With *him* you kind of *have* to.

He's not lying?

It wasn't he who made this clone of you and he doesn't know anyone who did.

And it wasn't you?

I wish. It's brilliant.

We should wake him now. See what he has to say.

Um--

Don't worry about it. We'll handle it.

Who would *do* this to me? I am freaking *out.*

You are completely entitled.

No kiddin'.

Is there something you're not *telling* us, Peter? Why don't you want us to wake him?

No, I just- I need a minute--

And I need a blood sample from *you* as well. How did you originally get your powers?

I- I was bit by a spider.

Cute. No, really, how did you get your powers?

Uh-huh.

I was bit by a spider.

It was a big spider.

The Scorpion clone of yours- his blood had some oddities.
Need to see if yours has the same. This will take a bit.
Oddities?
I don't *have* a bit.
Oh man, what *time* is it? Is that the *time*? I have to go home.
Now?
If I don't get home, I'm grounded.
My Aunt May- she said she's going to kick me out of *the house* if I'm not home when I'm supposed to be.
So, *call* her.
I *gotta* go!
You're *leaving*?
I'm going to get kicked out of my house!!
I gotta go!
How do I get out of here!!??
He left?
Dude left his clone.
That was so lame.
The kid's a kid. Give him a break. He freaked out.
We'll figure this out for him.

Baby!

You ran away.

You freaked out, got scared, and you ran away.

Come on, give yourself a *little* break.

This is *intensely* crazy! You're entitled to spaz for a second.

(Can't believe I unmasked in front of even *more people!*)

Just- just take a minute to get a hold of yourself, make an excuse to Aunt May, and sneak back out and get back there.

Maybe the clone is just some weird side effect of the accident that gave me my powers in the first--

Weird side effect!!??

There was an entire other me with- *a tail!!*

Okay, just put on your happy face and tell Aunt May you forgot your math book back at the *Bugle* and--

Aaarrgghh!!!

Peter!!

Agh!

Is *MJ* with you?

Where *were* you?

MJ? No.

I-I-I-I was in the city picking up my paycheck.

Have you talked to MJ?

Aunt May, what's going on?

MJ's missing.

Missing?

Her mom called. MJ came home from school, went into her room, and then she disappeared.

I- I was with her at the mall.

You said you were in the *city*.

Before that.

You don't know where she is now?

No.

Did she say anything to you?

Can I go look for her?

Go!

Take your cell phone.

I got it.

Ran away?

Ran away??

MJ?

Mrs. Watson.

Peter, where *is* she?

I don't know.

She ran away *again.*

I- you don't know that.

Where is she??

I don't know.

She's all I have.

I'll find her.

She's all I have!!!

I called the police. They said I have to wait twenty-four hours.

Twenty-four hours!!!

She just came in *here* and then...

I called her for dinner. She wasn't here.

Peter, that time last year when she ran away... where did she go?

I'll be right back!!

The warehouse.

Our old sneak-away place.

This is where she goes to decompress and write in her journal and stuff.

She probably wigged because that Scorpion guy attacked the mall.

She had some kind of Green Goblin flashback and she's just sitting there.

I know she's there.

Just *be* here.

Please be there.

Mary?

MJ?

Oh, no...

MJ?

Sorry, tiger...

Well, *this* is awkward.

Who are you?

Um... Who do I *look* like?

I don't care. Where is MJ?

Mary Jane Watson. I'm not *her*, if *that's* what you think. That would be *so* creepy.

As opposed to this thing here which isn't creepy at all.

Where is she?!!!

I wouldn't know! I don't get to be part of that part.

I want to know what is going on here!! What is going on here??!!

Give me MJ! I mean it!!

There is nothing I won't do to protect her.

Yeah? Great job so far.

Hrra!

Hey!

CRASH

Where is she?!!!

You don't get to touch me!

Okay?? You understand me??

Whereaargh!?

SMACK

Just stop it!

CRACK

Hey!! I'm not going to fight you. It's not happening.

Where is she?!

You're completely off your game anyhow.

How would I know where Mary is?

Seriously, come on, man.

You'd think you would just deal with the implications of what is going on right in front of- come on!!

Fine!

Agh!

SPACK

THUMP

CRASH

Oh my God...

Whew.

Okay. You're okay.

You scared me.

I shouldn't have come here.

This was my fault.

I just had to see this for real.

I'll get them back for you, Peter.

I'll do it for all of us.

We didn't deserve this.

Agh!

Oh, no! Oh, no!

How long was I out??

Where is she??

She was talking like she knew me. I was too wigged-out. I couldn't hear her. I just wanted MJ.

The costume. She sounded so--

No!

MJ??!!

My old house from before the move.

Did MJ sneak into my old house?

MJ?

MJ!!

MJ?

MJ, you shouldn't be here. Why did you--?

You moved?

You *moved?*

When did you move?

Gwen?

Mmff...

Oh my God!

Hello??

THUMP

THUMP

THUMP

HELLO!!!

Don't do that, MJ.

Just calm down.

Peter?

Peter!!??

What are you doing?

I know how to protect you.

I should have thought of this years ago.

Peter, I want out of this!

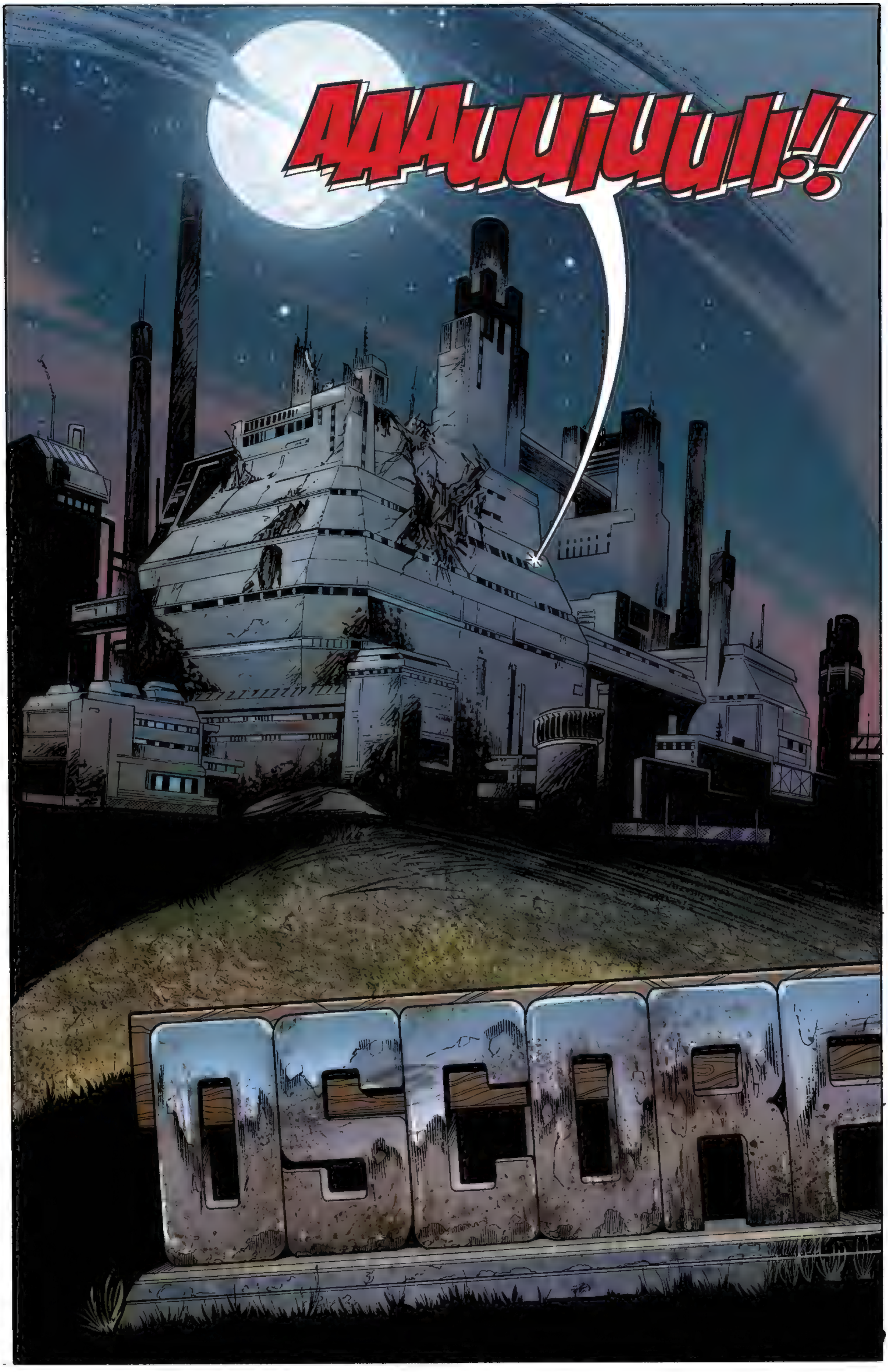
Why did you do this!!??

Shh! It's okay.

I'm going to make sure no one hurts you ever again.

STOP IT! LET ME OUT!!

WHERE ARE WE??!!


AAAuuiuu!!

ULTIMATE SPIDER-MAN #99
"CLONE SAGA PART 3"

Who--

Who are you??

Dude, what's going on here?

Who are you??!!

Peter!! What's going *on*???

It's me.

Why did you move??

Gwen...

You're dead.

I'm not.

You died.

You died right in our backyard.

Peter?? What are you--??

I'm losing my mind.

I'm- I'm losing my *mind.*

None of this is *real.* None- none- no.

None of it--

I'm *seeing* things.

I'm- I'm--

Peter- Peter.

Agh!

Peter!

Gwen?

Can you see me?

I don't--

Can you feel me?

Y- yes.

I'm right here.

Gwen, you *died.*

I didn't.

Where did you come from?

This is where it happened.

You remember, right? This is where *Spider-Man* was born.

Of *course* you remember!

(Remember...)

What am I *talking* about, right?

Peter!!??

What happened? What are you doing?

Thing is, MJ, ***really,*** I'm ***smarter*** than I've been acting.

I'm smarter than I let on.

And I realized, once I started ***thinking*** smart, that you can't ***possibly*** be expected to survive all the craziness we're going to go through if I'm Spider-Man.

(When I'm Spider-Man.)

Look at all the craziness that's gone on ***already,*** and I've only been Spider-Man for our sophomore year.

Peter?

So, instead of ***breaking up*** with you or worrying about you every single second of every single day, I thought- hey! What I need to do is make us ***equals.***

Make us ***peers.***

Make sure ***you*** can defend yourself.

Make ***you*** like ***me.***

I'm going to make *you* just like me.

The Baxter Building, home of the world-famous Fantastic Four.

Mister Parker.

Wake up and speak to us, please.

My name is Sue Storm. This is Reed Richards of the Fantastic Four.

You're in the Baxter Building. In New York City.

You're safe and you're with friends.

We want to *help* you.

We *know* you're awake because we're reading your vital signs.

We know you're awake and we really need to speak to you so we can work out just what is going on here.

Much better. Thank you.

Do you answer to Peter Parker? Is that your name?

It really helps us all if you *speak*.

We just want to piece together *what* exactly is going--

Am I back in the zoo?

Zoo?

What zoo?

You're in the Baxter Building. You're in New York.

How- how did I get here?

You were trashing a mall in Queens.

Spider-Man brought you here.

SHUT YOUR MOUTH!

NNYAARRGH!!!

Whoah!

Calm down!!

I have you in a force field. You can't hurt anyone but yourself in there.

YEEAARRGH!!!

Calm down!!

Nnn--

You--

Okay.

That's better.

The otherssss.

The zzzoo is where the...

He's out.
Great.
The zoo?
I do not know.
The zoo.
Someone made a clone of Peter Parker.
And its brain is completely misfiring.
And they did some biograft experiments to it--
To see what would happen.
Hence, the tail.
And the suit.
That suit is despicable.
You really think if we take the suit off it'll do him that much damage?
It's feeding the biograft. It's keeping it working. If we remove it, his spine will just--
That's so sick.
That's what I'm saying.
I think we have to go to--
Nick Fury with this.
Yes.
It's too big not to.
Hate to do this to the real Peter Parker.
He clearly has a bigger problem with Fury than even *we* do.
(We're *helping* him, not hurting him.)
Hi. This is Susan Storm.
Can you tell General Fury to come to the Baxter Building ASAP?
No, he needs to come *here*.
He needs to see this for himself.

Man...

It's so hard to think- I was in a hospital. I woke up in a hospital.

Where?

I don't know.

Just a hospital.

"And I remember calling out.

"I remember asking for help.

"There was no TV in the room, which I--"

What?

I don't--

How did you get out? How did you get *here?*

I--
I don't remember.
How did you get *here*, though?
How did you get from there to here??
I don't remember.
Come on.
I *really* don't.
You don't remember how you *got* here?
I was dead?

I swear to God. You were dead.

They took you away.

I don't know how I'm supposed to react to that.

Can I see your bracelet? What does it say?

It's just numbers.

What is going on?

I don't know.

I'm- I'm really scared.

Peter??

Peter, can you hear me?

Peter, are you--??

Aunt May?

AGH!

It's okay, it's--

Oh man...

I *was* dead.

Yeah.

Oh man!

This is it, I guess.

What is what?

Nnn...

nuh...

Guh...

guh...

MAIL

Aunt May, please.

Put the phone down.

Put the phone down.
Don't!
Just- just sit down.
I--
Sit down.
Sit down.
How is this *happening?*
There's no easy way to say this, so I'm just going to say it...
And we'll deal with it however you want.
I'm Spider-Man.
I've always been Spider-Man.
I put on a costume and I try to- to *help* people.
It's me.
And- and Gwen was *killed,* or so I *thought,* by a- a *monster* who was looking for me.
But just this *second* I discovered that she's *not* dead.
She's, well, she's *here* and *I* just found *her* when you found *us.*
And I'm terrified that MJ might be out there in trouble... because of me.
I'm *always* worried she's in trouble because of me.
And we're just trying to figure out what's going on.
Say the first part again.
Spider-Man--
The guy in the costume--
It's me.
Prove it.
I'd rather--
Prove it!!

So, yeah...

Stop it.

Yes, ma'am.

The whole time?

I got bit by that spider that time.

That did it.

And Norman Osborn- all that trouble with him.

That's why he was so weird with you?

Yes.

And Harry and all that?

Yes.

And *this?*

This- this is really Gwen Stacy?

Even though I saw her dead body with my own eyes? Here she is?

I don't know *what* this is.

I mean, I don't- I don't--

I mean, clearly there's some scientific explanation.

I just don't know what it *is*, and I have to maybe go to some people that I--

Stop.

Okay.

Get out.

Take this whatever this is and get out of my house.

But--

YOU'RE NOT MY SON!!

I gave up my entire adult life to take care of you even though you're not my son--

And you've done *nothing* but *lie* to me!!!

Take your ghosts and your lies and *get out!!!*

GET OUT!!!

May, hey...

When did you get so feisty?

Take it easy on the kid.

He's only a kid.

And he's just trying to make the best of an impossible situation.

Richard.

(Wonderful timing for once.)

Take your son and get out of my house.

Richard?

Richard, my *dad*?

Daddy?

Hiya, kid.

You're alive?

Aunt May??

What is this?

Is that Peter Parker?

No.

But Peter's the one who brought him here.

What?

Best conjecture, General, is someone *cloned* him and then they tampered with the cloning in an attempt to *enhance* him.

Is someone doing Super Soldier experiments with cloning?

This is One-Eyed Eagle.

Clearance code: Ed O'Neil.

Get the Spider Slayers ready. I'll meet them in Queens.

Yes, the full battalion.

And we're going to need a cleaner crew.

It's going to get very messy.

ULTIMATE SPIDER-MAN #100
"CLONE SAGA PART 4"

Hiya, kid.

You're *alive?*

You're my father and you're alive?

How can you be alive?

Pete, I need you to sit down and relax.

I know this is a lot to deal with right out of the blue, but--

Aunt May??

Come here, Peter.

Come here.

Come here...

NO...

Now get out!!

All of you!! I've had enough Parker drama for the rest of my life!

My sister married you, not me!

Peter, I don't want you in this house!!

May, we're having a moment. A real family--

No! No, stop this! Stop. Everyone!

I- I want answers!!

I want to know what this is.

Aunt May, did you know my dad was alive?

Yes, I did.
You're *Spider-Man* and you didn't tell me.
I was trying to *protect you!!*
You knew my dad was alive and you didn't tell me??!!
You knew my dad was alive and you *didn't tell me!!!*
From what?
From *this!!*
From this exact *thing!* From him! *Doing* this to you!!
Gwen, how are you feeling?
I, uh, I don't know.
Are you nervous? Do you feel anxious?
Yes.
It's okay. No one here is going to hurt you.
What are you doing?
Just checking your pulse. Everything is okay.
Are you hungry?
Uh, yeah.
May, can we feed this young girl?
I want you all *to leave!!*
May, let's deal with this like family.
This girl needs to eat, Peter needs some answers, we all need a moment here.
Look, pizza.
Cold pizza is perfect for this.
A-Cola
DOMINGOS PIZZA
Pizza.

I gotta tell ya, MJ.

This place has seen better days.

This is not how you keep a state-of-the-art bioengineering laboratory.

No wonder Norman Osborn sunk his own battleship.

This is *not* how to run a business.

Okay, so I had to improvise a little bit because this place looks like what it looks like...

But I *think* I got it.

We'll try it once and then we'll do some tests and see what we see.

It's going to be good, MJ.

You're about to transform. Into something that I won't have to worry about protecting.

You'll be able to protect yourself.

We're going to be together again.

SPACK

And isn't that--?

Get away from her.

Mmff!

May, may I?

Is my mom alive too??

Just-just listen.

When you were a toddler, I had invented something that I thought--

Would cure cancer.

Oh, you *know* that?

I read your papers. I know about the suit.

I know you knew about the suit. I just didn't know you knew what it was originally for.

It didn't work.

And what it ended up being was a prototype of a biological weapon.

"This was complete failure to me.

"I wasn't looking to make weapons or freak biological accidents.

"I was trying to ***help*** people.

"But like the guy who accidentally discovered penicillin...sometimes you get what you get.

"And the people we were working for technically owned it.

"And ***they*** liked what they had."

The man who "owned" it was named Bolivar Trask. He's dead now.

But back then he ***had*** us.

We begged him to stop doing biological weapon experiments with what we found- and his lawyers shut us down.

They took it away from us.

You can't countersue a billion-dollar corporation unless you have a billion dollars and I didn't have a billion dollars.

And I ran out of money.

And I was sitting in my basement, not allowed to work on my life's work.

But irony of all ironies is that Trask still ***needed*** us- we were the experts.

He was willing to make a new deal.

We got an offer from Trask Industries to continue our work.

A second chance.

They'd still want to figure out the biological weapon angle but at least we'd get to control it and actually own a little piece of it.

And, uh, I said yes.

"Eddie Brock was my partner in all this.

"So the Brocks and the Parkers were going to be rich and famous.

"We were all invited to Chicago for a contract signing and a big celebration but--"

GATE 12

Richard, get on the plane.

It's wrong.

I can't. It- it's not what I want my life to be like.

What do you--?

This isn't what I wanted from my life's work.

What *did* you want your life to be like, Richard?

They are going to create this with or without you.

So you can either get what you have coming to you and control the situation from within *and* get a little piece of it...

Or you can sit it out and wonder what happened.

"Control it from within"? Mary, that's just--

It's *grown-up* talk, Richard.

You have a son! You don't think he knows what's going on?

This is a *second chance!*

No.

Get on the *plane!*

No.

Richard--
What's going on?
He doesn't want to *sign* now, Ed.
We're- are you *serious?*
It's not what we wanted.
Yeah, I know.
We're- I thought we agreed we're kinda past that now. We're broke.
I'm out.
You're *out??*
I'm an officer of our corporation, *I* can sign it, too.
I don't *want* this.
GATE 12
Grow up!
(I'm so sick of this.)
Just- come *on*, let's just go, we'll--
No.
I'll call you when we land--
"I'd love to tell you the last words your mother said to me were *'I love you.'*
"But they weren't.
"I'm pretty sure we would have gotten divorced had the plane not crashed.
"I loved your mom.
"I *still* love your mom. But it wasn't going well."
And she wasn't wrong, by the way.
In theory.
Dad, how is Gwen alive?
We saw her dead, now she's alive.
Is she alive because of *you?*
Is *that* why you're here?
Yes, actually.
Smart boy.

SMACK

Peter, settle down!

THACK

You don't--

Agfh!

CRASH

SPOK

I *knew* you would try something like this!

SPOK

You're not touching her!

It's not going to happen!

SMACK

This is my life!

My life!!

Shush!

SPACK

THACK

I *know* you're confused! I *totally* get it! I do.

But this isn't happening.

This isn't why we were created.

Shut uhuaargh!!

Oof!

Hurraggh!

AARRGGH!

SPLASH

Don't--

You!

FUMP

SMACK

It's okay, sweetie.

It's okay.

So, this part you're probably not going to like.

I was dead.

Metaphorically, sure.

But I *was* in actuality. In every legal sense.

The plane log had me on board. I was a ghost.

"I didn't know how to tell my family I was okay, because I wasn't okay. My life was completely over.

"I couldn't feel anything.

"I certainly wasn't in a position to raise this bright little toddler who looked the spitting image of his mom.

"Thank *God* for May and Ben. Thank God they *loved* you so much.

"I thought- the plan, if I ever had one, was that I was going to come back to get you, Peter.

"I just needed to find myself.

"But other things got in the way. Life caught up with me."

Mister Parker.

You don't seem all that dead to me.

Henry Gyrich, CIA. You got a minute?

CIA

At first I thought I was in a lot of trouble--

But I didn't do anything. I mean, I didn't--

Just- just tell me *why you're here?*

What does this have to do with Gwen!

I'm sorry.

It's been *ten years,* kid. There's a *lot* of backstory.

I'm telling you. The CIA made me an offer.

We have an offer, it's unique.

Do you know who Nick Fury is?

No.

You will soon.

He's a general who has weaseled his way up the world government ladder and he's working on a super-soldier serum...

And he wants to put together a team of super-soldiers--Captain Americas--and he wants to police the world.

Really?

And we don't like or trust him.

Why?

Because he wants to put together a team of Captain Americas and police the world.
Who *wants* to do that?
Maybe he's a really good guy?
Uh-huh.
The offer is: we want you to continue your work.
Underground.
My work?
Your genetics work.
I'm told, I won't even pretend to know, it is/was ten years ahead of everyone else's.
Yeah, but-
How would you like to stay invisible to the world, with fully-funded projects to work on?
And never have to worry about who you're working for ever again because you'll be working for the good guys.
I don't make weapons.
Richard, *everything* is a weapon. This *spoon* is a weapon.
So let's put that lofty aspiration aside.
That kind of thinking is what got your wife killed in the first place.
The plane crashed.
And *who* was supposed to be *on* that plane?
What are you *saying?*
It was a *whole plane.*
What does the size of the plane or how many people were on it have to do with anything?
You were a problem to a sociopath billionaire who now thinks he's eliminated the problem.
You're *lying!*
I'm not.
Prove it.
We can't. That's how these types of things are done when done well. So it can't be proven.
You're lying.
Your work has been stolen.
It's out there now.
We need to one-up it. Stay on top of it. Trask won't know what hit him.
And at the same time, you'd be building something that will eventually act as an invisible insurance card against Nick Fury if and when he gets out of control.
Which is my job, by the way.
I promise you, the goal here is to leave the world better than we found it.
Safe and healthy.
We *want* you to cure cancer, we *want* you to cure AIDS. We want you to cure everything!
But that said: there's a genetic war going on that we cannot lose.
The best way to change the system is to work within the system.
How!!?
Is!?
Gwen??!!
ALIVE?!!
I'm getting there.

AAGH!!

What is this?

Amateur home video of a ruckus last night in Queens.

Fury's men cleaned it up, but we scored this video.

Sit *down*, Eddie!

That's- that's the suit!

Keep watching.

BAM

BAM

BAM

BAM

Oh my God...

Keep watching.

BAM

BAM

BAM

That boy... Mutant?

Nope. That's Spider-Man.

The guy- the guy in the costume?

Usually, but not last night.

He looked ten years old.

Fifteen.

Who is he?

He's your kid and Fury's already gotten to him.

Put your toys away for now. We have a lot to do.

CAPITAL INC.

'Night, May.

Good night, Doris.

May...

May.

No!!!!

May, I'm alive. It's me. Look, it's me.

NO!!

It is me!

You monster!!

I wasn't *on* the plane.

Go to hell!

I was *supposed* to be.

All this time??

You stay *away* from him.

You're an evil, selfish monster and you don't deserve to even *know* him.

I- I didn't kill Mary.

I didn't mean for *any* of this to happen.

What do you want from us, Richard? A family? Hugs?

You stay away from *me* and you stay away from *him.* I *mean* it, Richard!!

He has a chance to be happy.

The first Parker in history to grow up and have a normal life and be happy.

And I swear to God if you come at him like this, I will--

Normal life?

May, he's *special.*

No thanks to you.

Do you even know *how* special he is?

Where've you been, Richard?

I- I really can't say.

Stay away from him!!

Get in the van, Richard.
I had to see him.
You don't get to do that. You don't get to run away from us. You know that.
Please--
You don't get to.
If you reveal yourself to *him* then you reveal yourself to *Fury* and our situation is compromised.
You're lucky I got here when I did.
Listen, we just confiscated the life's work of Doctor Curt Connors, who has had access to your work because of this young Eddie Brock.
And I bet with what you already have, we've got something really special.
How is Gwen alive?
How was I dead?
I hate this.
You were never supposed to see her. Please remember that.
You would have never known she existed. This wasn't about you.
It was a natural progression of the work we were *already* doing.
The advancements in stem cell research combined with Connors' advanced--
Oh my God...
What kind of work were you *doing?*
YOU ARE SURROUNDED!!

My name is Nick Fury. I am the leader of S.H.I.E.L.D.

And I am here to take you, all of you, into custody.

I recommend that all of you slowly and carefully step outside in a calm manner.

The neighborhood has been evacuated and we have secured the perimeter.

AS YOU CAN SEE...

I AM NOT SCREWING AROUND.

Oh my God. What are those?

I- I was really hoping I could finish my story and do this the right way.

The right way??

Maybe you should put on your costume...

And your web devices.

Let me just talk to him.

He's not here to talk. He's here to fight.

Well, I can't fight *all* of them. So I guess *talking* is all I--

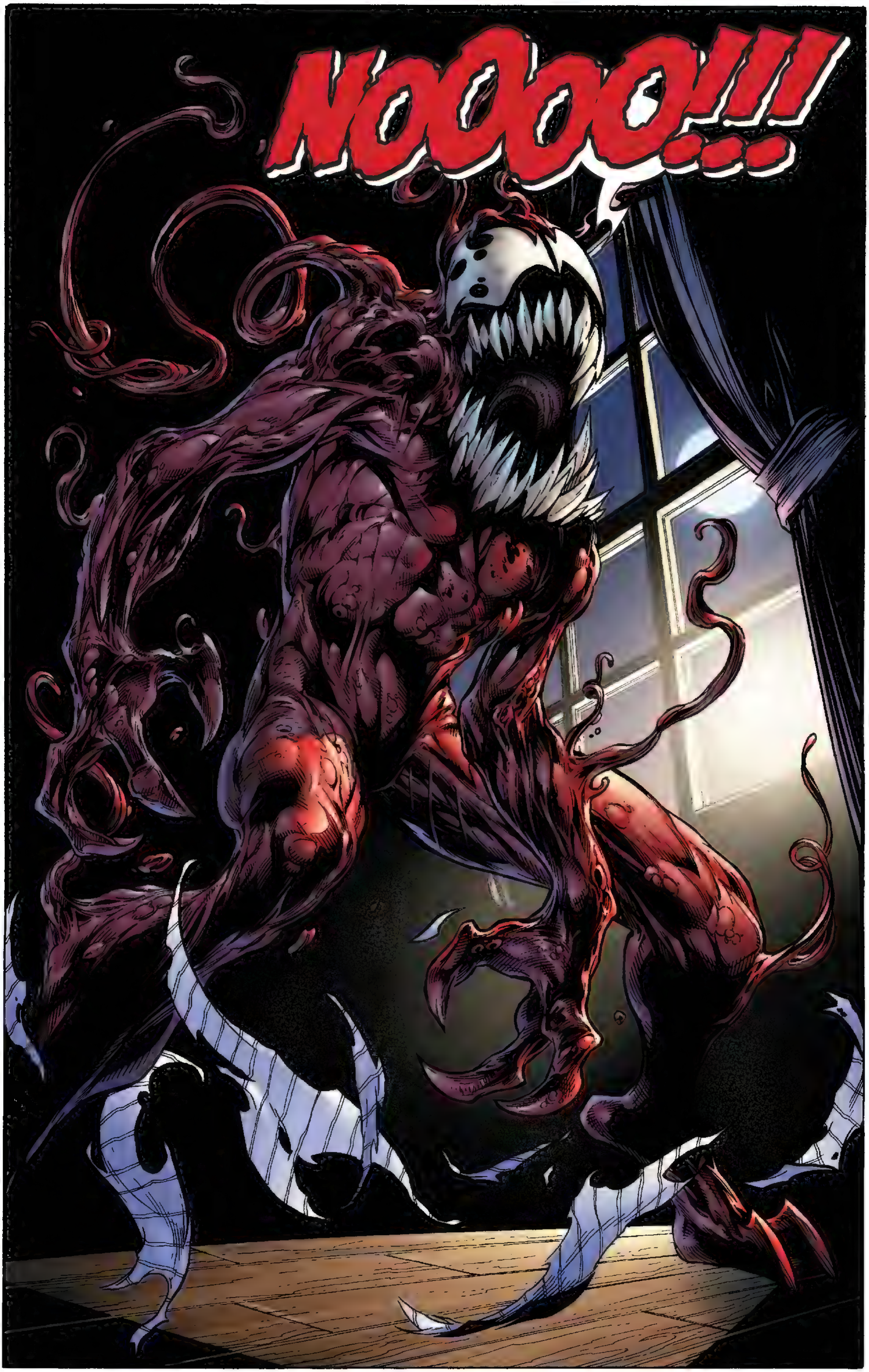
No, *no!* They're going to *take us away!*

Gwen! Just--

No!

Gwen, you need to calm down!

WHY ARRRRRE THEY DOING THIS?!!!


Noooo!!!

ER

Oh God!

Aunt May!

My heart!

Congratulations, MJ...

It's an all-new you.

ULTIMATE SPIDER-MAN #101
"CLONE SAGA PART 5"

HURRAGH

This is One Eye Eagle and we are under attack!!

This is the Tinkerer broadcasting live from the basement of the Triskelion.

Do you read!!? We are under attack!!

Uh, isn't that why you had me make the Spider-Slayers- because you pretty much knew you were going to have to slay a spider, over?

Don't get smart with me, you little %^&&*!

We have elements to this conflict that we did not foresee.

Whoah!!

What *is* that thing?

It's a bio-hazard. I need it taken down.

I need more biological data on it. The A.I. in the Slayer drones will adapt, but I need more data.

They were set to handle the Parker problem, not this.

CLANG

Tinkerer! Tinker faster!

I don't want to sacrifice any men on this if I don't have to.

I'm resetting the A.I.

What do you want me to tell them to do in the meantime?

FIRE!

BOOM

BOOM

BOOM

BOOM

BOOM

BOOM
BOOM
BOOM
Oh God!
AGGHH!!
Peter, get out there!
I'm not leaving Aunt May!!
I'm a doctor!! I'll do this! You go!
You're a doctor?!! You turned Gwen into a monster!
I *didn't!!*
She *came* to me that way!! I was trying to figure out what she is and what I can do to *help* her!!!
How is this helping her???
I'm taking Aunt May!!
Don't move her!! She's had some sort of attack!!
You can't flip her over your shoulder and swing her away, you could kill her!!

You need to get *out* there and *stop* what's going on *before* it falls on top of her and *kills* her!!

Stop it so we can get her moved safely out of here!!

Listen to your father.

FURY!!

KLANG

Fury, my aunt's in there!

She just keeled over! You need to get her to a hospital and stop this--

Get off me, kid, you're under arrest!!

Under *arrest??* Did you hear me?? She's going to die!!!

AAGH!

FSHAMMMM

I understand, kid.
But you and your situation just became more than it's worth.
Stay down!!

You're killing my aunt!!!
Agh!
And I swear to God, I'm going to--

AAGGHH!!
FSHAMMMM

Faboom!
That, kid, is your nervous system shutting down.

I'm sorry, kid.
Profoundly.
My aunt...
There's a lot more at stake.

Kid, stay down.

Nnnnn!!
Kid, stay down!!!!
The next hit will paralyze you for good!

AGH!!

Dude, leave the guy alone!

We're so not joking around.

What is going on here, Fury??

(Oh my God...)

Richards, take your Fantastic Four and go home!!!

Doctor Reed Richards...

Whoa...

Geekasm!

Why won't you tell us what is going on here? Peter Parker has done nothing wrong.

Well, I'm kind of in the middle of a domestic military operation, Richards.

So follow my direct order and go *home!!*

Yeah, well, I have like three friends in the world.

You aren't doing *this* to one of them.

BOOM

Hey, whoah!

No offense, Red, but you are one ugly--

Hey, I'm not done... childishly insulting--

BEN!

BOOM

Well...

Everybody back!!

AARRGGHH!

Fury, you can't just take over an entire neighborhood and ruin this kid's life because you found a clone.

Richards, I'm telling you now, *stand down!!*

You are forcing me to make a decision here you won't--

My aunt!!

Hey Pete, you ready to get out of this--

What?

No, my *aunt!!* Please, my aunt is dying!

She had a heart attack or-or a stroke!! She's in the house with my dad!

Please get her to the hospital!!!

Your *father?*

Your father died *years* ago.

BOOM

BOOM

Richards, I'm telling you now, stand down!!

There's an old woman in trouble, what is the *matter* with you??

And what's this now?

Fascinating.

Uh, are you Doctor Parker?

Yes.

Hi, I'm Sue Storm. Big fan.

Uh, thanks.

Thought you passed away some years ago.

No, I, uh...

Is she in acute myocardial infarction or was it a stroke?

She--

How long has she been unconscious?

I- I'm not sure.

Do you have a first aid kit?

Not on me.

Are *you* all right?

I- I didn't know what to do.

I'm a doctor. My boyfriend's a doctor. We'll get her out of here. No worries.

No. No, I- I didn't know what to *do*.

Uh, come with me. Follow me out.

We'll airlift her.

How are you doing this?

Force fields.

It's a whole story.

Stay next to me.

Please, *agh,* if you could identify the source of your mutation.

Are you an alien life form? And if so, which genealogy do you--?

Honey, there's no time for an examination now.

I'm just stalling so you can do what you have to do!

Thanks, sweety.

That's my boyfriend. He's a huge fan of yours, too.

Your original papers. Are you kidding?

Why?

Oh God! Is she *dead?*

No, no!! I'm going to get her to a hospital. I've got your dad, too.

Thank you, thank you.

You'd do the same.

Outta my way!!

Please stop where you are!

Not going to happen.

You want me to get you out of here too?

No.

Fury, I've got the right power signature on that flailing monster thing.

FURY!!!

Do it.

Full power.

Oh my God... Gwen!!??

Now it's a chick?

Man, I don't know *what's* going on...

Fgsgs=sg fdgfd 234v dbd -=dvd dfg56

Send in the clean-up crew.

It's over.

I'm sorry, kid, I have to take you in.

Either I take you in or I take you out right here.

At this point, it's your call.

I don't understand...

I wasn't lying.

You don't get to be Spider-Man anymore.

It's over.

Just tell me what's going on?

Tell me...

Please...

You're at the center of the biggest genetic disaster we've had since the Hulk became the Hulk.

And now we have to clean it up. And that includes you and yours.

What?

Just tell me what I did.

You didn't do anything.

It was your clones.

Sorry, kid.

I truly am.

MJ?

Talk to me.

How do you feel?

Nnn...

What- what did you do to me?

Do you- do you know what Oz is?

It's- it's like a miracle drug *that* Norman Osborn was working on to replicate the- the super-soldier serum that made Captain America... Captain America.

It doesn't do that but instead it created the most amazing genetic enhancement vehicle ever created by man.

Oz was in the spider that bit me and turned me into Spider-Man...

Oz created Doctor Otto Octavius' Doctor Octopus.

Oz. It turned Norman Osborn into Green Goblin.

And now it's recreated you.

-OZ- PROTOCOL AND FORMULAE

You put something *inside* me?

Because I wanted to *protect* you.

I could *never* protect you, MJ!

You were going to get hurt or die because- because I'm Spider-Man.

Who are you?

Honey, it's me, it's Peter!

Who *are* you??

This isn't a trick. This is real. We're going to be happy. We--

Shut up!!

MJ--

Who are you?

MJ?

You put something inside me??

You maybe want to calm down.

Nnnn...

MJ, are you--?

Grrkk...

ULTIMATE SPIDER-MAN #102
"CLONE SAGA PART 6"

BAGLEY
ISANOVE

What are you *doing??*

Please, General Fury,

Peter Parker didn't *do* anything.

Yeah, like, everyone just *calm down!*

This is a major violation of Parker's civil rights and you can't just take him from his home and blame *him* for--

Doctor Richards, the *genius* that you are, I am the leader of S.H.I.E.L.D.

My job is to protect this world with any and every measure at my disposal--

--so, please, find it within that big brain of yours to try and think of one of the *fifty* reasons I cannot explain myself to you about this out in the open on the streets of Queens.

Just- just let it go.

It's over.

SMACK

CRACK

Agh!

Hey!!

CRACK

Mister Parker, your four o'clock is here.

Okay!

We have a situation!

Nice night for it, huh?

Wh- wh- wh-

Don't rupture your spleen.

Permission to open fire.

No!!!

I'm not asking *you!*

You do **not** have permission!

PETER!!

Uh...

Where'd they go?

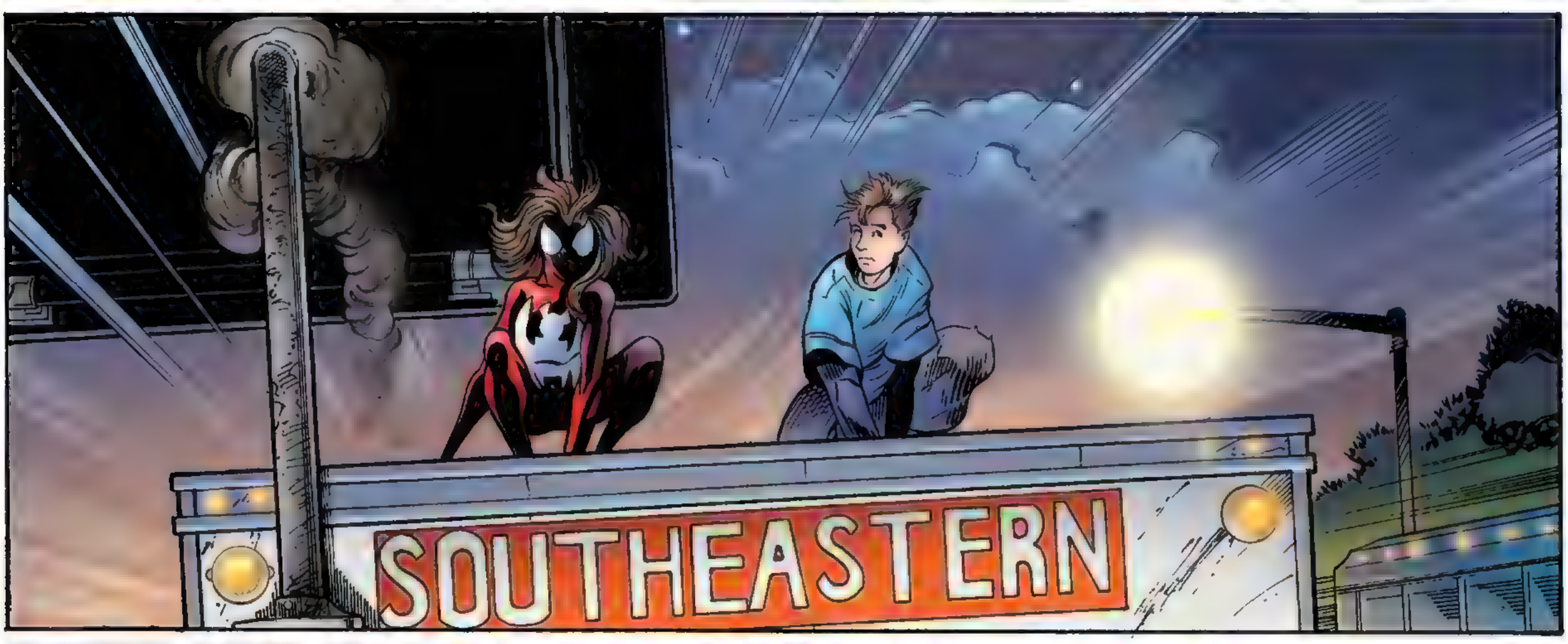
Hurrmm!!

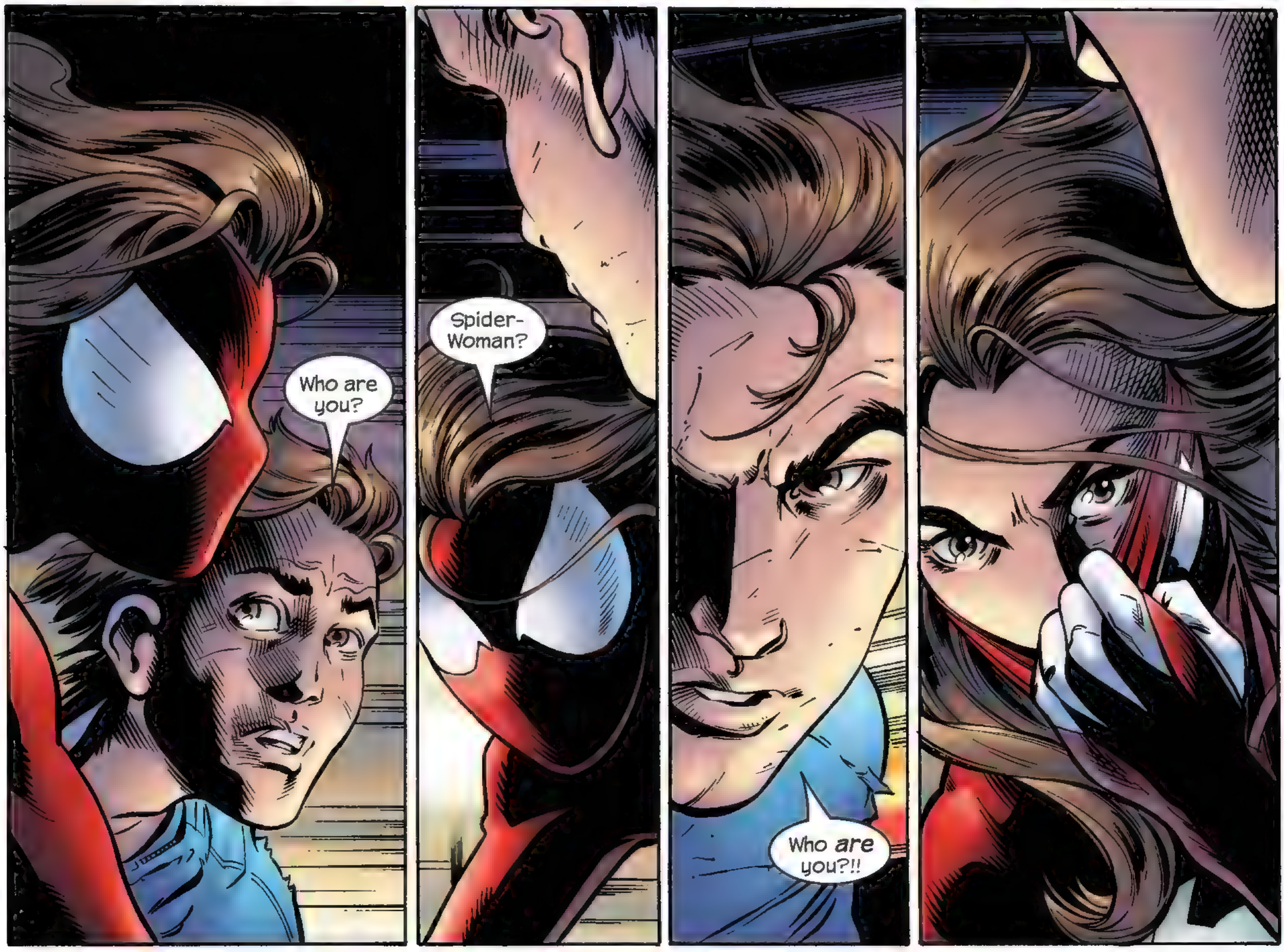
Agh!

CRACK

Follow me.

NEW JERSEY
REYNOLD
SOU


SOUTHEASTERN


Who are you?
Spider-Woman?
Who are you?!!

You're me?

Kinda sorta.

I'm going to vomit.

Yeah, I can see how that might be.

Please please please please, tell me what is going on.

I'm, uh, I'm a clone.

Of you.

Like that Scorpion thing!? Is that what he is?

You saw him? Is he okay?

Are there more?

Yeah.

That's where we're going. We're going to find the others.

Where did you come from? Did my father make you?

I'll tell you exactly what I know and how I know it.

About a month ago, give or take...

I was born.

She's coming out of it.

Hi.

My name is Ben Reilly.

If that name sounds vaguely familiar it's because I was Doctor Curt Conners' assistant a few months ago.

Don't worry about trying to talk.

You can't yet.

You were brought into this world just a week ago. Your body hasn't fully adjusted to its--

(How can I explain it?)

Your body is still *forming.*

You've been heavily sedated so as to not hurt yourself.

I know in your mind, you're a little freaked out and confused right now...

But don't *worry* about that, either...

Okay, in your head you remember yourself as Peter Parker, Spider-Man...

But you're *not* him. In fact, you're not even a *him.* You're a *her.*

You're a biological replica of him, created by me and my team.

You're in an R and D facility for the Central Intelligence Agency.

You're safe and okay.

You're phase five of the project, actually.

The goal was to process a clone of Peter Parker. *Why* him? Because- well, because of his spider-powers.

And in *your* case we did a little creative chromosomal manipulation and you were born a girl.

And *you* are a rousing success.

You're the best one so far. We're really- this is very, very exciting.

Now, the good news is, as *confusing* as it is to have the memories and sense memories of a *boy* when you are a *girl* and the memories of someone you're *not*...don't worry.

We have a psych team coming in very soon and you'll be stripped of *all* those memories and we'll have all-new ones implanted in you in no time.

In *fact,* by then you won't remember even having this *conversation,* the fact that you're a *clone,* or *any* of this.

But we need to run some psych evaluation tests on you *before* we go to the next step, and that includes telling you *this* and observing how you *react* to it.

And your next life, if you choose to accept it, is going to be just as *exciting* as being Spider-Man--

You'll be a special agent for the Central Intelligence Agency.

Cool, huh?

Let's see what they have for you...

You'll be special agent Jessica Drew...

(Pretty name.)

You'll be an agent of the CIA. Codename: Spider-Woman.

(Ugh, not very original.)

I'll try to have them change that for you.

So how did this all happen?

Well, if you remember...

When you, and by *you* I mean *Peter Parker,* were friends with Curt Conners, he stole a sample of your blood...

And, you'll remember, he accidentally incubated a clone prototype that became that horrible monster that wreaked such carnage on my college campus.

Well, I helped him.

And killed your friend, Gwen Stacy.

Clearly that was not the *plan.*

We didn't want to *hurt* anyone. We wanted to help people.

But what happened, happened.

And then...

Anyway, after all that went down, I was in a lot of trouble.

Curt Conners is in *jail* now for it.

And the feds came for me, too, but I had a "get out of jail" card.

Your blood sample.

And my notes from my work with Doctor Conners.

The CIA here made a deal with the FBI and they put me to work instead of making me sit in a federal prison.

I really lucked out.

They'd already put together a little brain-trust here working on the very same type of project.

A real community of like-minded geniuses.

I'm proud to be here.

In just this short time we've been working together, we cracked the mystery of the clone.

We broke down Norman Osborn's original Oz formula.

Yeah.

And a bunch of other things. All real top-secret stuff.

But all of it specifically- directly related- to super-power and mutant genealogy.

And now look at *you*, a whole, beautiful young woman created from scratch.

See, the reason Peter Parker is so ***perfect*** for cloning is they- we- needed something ***stronger***, more ***durable*** than the human genome.

We needed something more.

And you were it.

You're part of a launch-series of cloning experiments. Every one of you is a little different than the next.

And each of you will be trained and/or experimented on for the government in search of, or in ***place*** of, the elusive Super-Soldier Serum.

Yeah, you may ***be*** the next Captain America.

Can you *imagine?*

An army of a hundred, two hundred Spider-Men launching a ground assault?

Can you- oh. She's out.

Okay, Jessica, you sleep.

Tomorrow is a big day.

You okay?

No.

Yeah.

Me, either.

So are you...me or- or this Jessica person?

I'm still you.

Ugh!

Yeah. The thing is, is that they never got to--

Just!

Just give me a second.

Why did you attack me before?

I didn't, you kind of attacked me.

I'm sorry if I didn't respond better or explain myself better.

I've only been alive a month and I'm having trouble remembering what are my memories and what are yours.

I'm kind of having a meltdown here, too.

At least you're the real *you!!*

I'm- I'm not the real *anything!*

Why aren't I in a coma now?

Shouldn't my brain just give out on me now and just go into a coma!!??

My dad, my aunt, Gwen, this...

Who can take this *much* #$%^ *in one day???*

Where did this *costume* come from?

Well...

Bravo!!

Bravo, Jessica!

Don't- don't call me that.

Stop calling me that.

I'm sorry... I am.

I mean no disrespect.

That's what today is all about, anyhow.

You're going to become Jessica Drew today.

I told you we had a psych team that will help you with that.

Painless. Quick.

Meet the person that is going to help you with all of that.

Cassandra Webb.

I know this has been difficult.

It'll all be over in a minute.

Why did you people do this to me?

BOOM

Jessica, you know that we--

HUARAGHH!

Oh my God! Oh my God!!

It's loose!! The Stacy Experiment is loose!!

ARRGGH!

Everybody down!!

SMASH

AGH!

CRASH

Aaiiee!!!

SMASH

CRASH

AAARRGH!

CRASH

1

CLACK

CLACK

CLACK

CLICK

CLICK

CLICK

Whoah.

Okay. This is weird.

We should get out of here- we should go find MJ.

No. There's been an accident.

Everyone just go back in your rooms and wait for the power to--

But MJ needs our help.

No. We leave Peter and all of them alone.

What is this? What have you done to me??

Everyone, just calm--

Just stay here.

Yeah, uh, no.

I'm not going to let this happen!!

We have to *save* her!

Stay here!! Listen to me!! Stay here!!

"So, here I am, with every fiber of my being telling me I am Peter Parker.

"I remember everything I have ever done, said, smelled, eaten, I remember it all.

"Except I'm not.

"None of us are.

"Once I got something vaguely resembling my bearings, my intention was to just make sure none of them went and bothered MJ."

But when I got to the neighborhood, my brain froze up on me, it all rushed in on me.

My head.

I was out of it. That's when you and I bumped into each other.

Which didn't help.

Someone took MJ?

One of my- my- my *clones* took MJ?

I think so, yes.

But, man, I hope I am so, so, so wrong.

She is missing. That's how my night started.

I just don't want her involved in any of this.

You don't?

I know, I was, uh, speaking for *both* of us.

I came back to tell you all this, level with you, and there was Nick Fury, once again making every day a sun-shiny day.

I'm- I'm just completely--

And here- look- this is the last place I could think of that one of us, in our delicate mental state, might take MJ.

Where are we?

Jump.

Oscorp?? Why would someone bring her *here?*

Let's just hope I'm wrong.

CRASH

Uh--

Oh.

RRRAAGGHH!!

CRASH

HUUAARGGH!

Just- just--

Please, *please* tell me that isn't her.

Hold on.

FISSZZ

FISSZZ

WHAMM

Rise and shine.

Just try and breathe. Give yourself a moment to--

HURRAAGH!

SPASSH

Oh my God.

Yeah, we'll do our "oh my Gods" later.

CRASH

What is that?

That idiot, he *did* do it!

Do what?

He- he injected MJ with Oz.

AGGHARGH!

HURRAGGHH!!

MJ...

It's me. It's me...

Please--

Please stop.

AGH!

Huurr!

See, see?

Now she can protect herself.

SMACK

How?? How did you *do* that??

There's no *Oz* here!! This place is- is- it's *empty!!*

There's *nothing here!!*

Where did you *get* Oz from?

From me.

His father.

ULTIMATE SPIDER-MAN #103

"CLONE SAGA PART 7"

Some odd reports coming in from Queens, New York.

Rumors are swirling that the world peacekeeping task force S.H.I.E.L.D., led by Nick Fury, has evacuated a small neighborhood in Forest Hills--

--and cleared airspace above so that not even our traffic copters can get a shot of what is going on.

XAVIER'S SCHOOL FOR GIFTED CHILDREN

Oh my God!

As you can see from our vantage point here on the Queensborough Bridge...

...which is as close as authorities will allow...

...there was **definitely** some sort of super-power altercation.

Oh my God!

Y'think it's your boyfriend?

None of the evacuees, gathered over there, people woken **out of their beds** by S.H.I.E.L.D. agents, have **seen** anything.

But, for months, we've received numerous rumors of **Spider-Man** sightings in that neighborhood.

Oh my God!

Plus, there are those rumors of Spider-Man going to--or teaching--at a high school not three blocks from the evacuated area.

As for comment from law enforcement, a source that asked to remain anonymous said, and I quote:

"What Nick Fury wants, Nick Fury gets."

And ma'am, you say your daughter is **missing**?

Her name is **Mary Jane** Watson! She's- she's almost sixteen years old. She's been missing since this afternoon--

We'll have updates for you as soon as--

Professor!!

Professor, we have to go to Queens!!!

Peter is in trouble!!

Calm down and tell me--

I've been calling him all night!!

S.H.I.E.L.D.! Nick Fury!! Shut down his street!!

MJ is missing!

We have to go!!

Kitty, calm down. Now who is this MJ per--?

Let's go!

If it is, indeed, Nick Fury, he is law enforcement and they are doing their job.

Peter's in *trouble!!*

You don't *know* that. It could be the opposite.

What?!! We have to go and find out!!

Kitty, just--

No! No, if this was *your* girlfriend or something we'd all be on the plane in *full battle armor!!*

Peter Parker has been there for you every single time!!

Get your X-butts on the plane!!

We're going to go help Peter Parker!!

We're going to Queens.

Blue!

We have a code blue!!!

What's her name?

Her name is Parker. I'm not *sure* of her first name.

May! Her name is May.

RESRICTE

EMERGI CENTE

Are you really Sue Storm from the Fantastic Four??

Yes, yes, I'm Sue Storm of the Fantastic Four.

This woman collapsed. I think she's in a cardiac arrest.

My name is Richard Parker. I'm- I'm her brother-in-law.

Okay, just wait here.

Is she--?

Just let them do what they have to do.

Hi. Nurse?
Oh my God...
Can I *borrow* that? And one of those? I'm a Ph.D.
S- sure.
Thanks.
Finger.
What are you *doing?*
Would you indulge me?
Ow.
What are you--?
Just working a theory.
Can I borrow one of your computers? It's important.
Thanks *so* much.
For *you?* Yeah.
What are you *doing?*
BAXTER BUILDING
SERVER CONNECTED
PASSWORD: **********
WELCOME, SUSAN STORM
SUBMIT BLOOD WORK SAMPLE
MATCH REQUEST

I'm going to kill him.

I'm going to punch him once in the head and his neck will snap.

Or- or his brain will explode.

And he'll *die.*

And the world will *still* turn.

(I'm so tired.)

I can do this.

Do it!!!

Kill him.

So many people in the world have killed for so much *less* than this.

You're just a kid.

You won't even go to jail.

(Temporary insanity.)

It *is* temporary insanity!! It *is.* You've been driven in*sane!*

He *cloned* you.

He cloned Gwen.

Aunt May had a *heart attack!*

MJ! Oh my God, what has happened to MJ??!!

He destroyed your home!

He did it!!

He did *all* of it!!

Kill him!!

Do it!!

You could do it so fast they won't be able to stop you.

For MJ. For Aunt May, For Gwen, For Harry, for...

For- for--

Mister Parker...
Good to *see* you again.
Is that one of them, too, Octavius?
Yes, General, both of them. And the one on the floor with the extra arms.
Okay, okay...
All Parker people. I need you to gently and quietly get up and stand against that back wall.
Yikes! Dude, what is going on?
I am *not* messing around. I'm not having a big spider-person tussle.
This is contained- as of right now!!
Peter, you, too.

Octavius? *You* made these clones?
Easy, Richards.
You cloned a female version of Peter Parker? You made this one with the extra arms?
Yes, Doctor Richards, I did.

On one we denied a test clone its Y-chromosome sequence in phase two.
And that *worked?*
She's standing right over there.
Everyone take it easy...

You made me?
Yes, Jessica, I did.
I was there at your birth.
And you're welcome.
I'm going to kill you.

Yes, let's please keep it civil.

It's been a *very* long day. I missed a dinner over this.

Don't!!

There's been enough of that tonight.

Dude, is that- is that MJ?

They ruined her.

What's *happened* to her?

She's- she's been infected with Oz. A chemical. And he ruined her.

No. No, she's okay now.

Stop!

Okay, I'm creeped out.

Reed, I *know* that girl. Can you fix her? *You* can fix her.

No.

No, *what?*

Kid, we have a situation here that needs to be contained and you "Fantastic Four" need to--

Dude, Reed's *taking* her to the Baxter Building and the big brain is going to get to work on *fixing* her.

She's just a *kid.* She's a *civilian!* Are you *seriously* going to stand in our way??

If you aren't helping this situation by *obeying* my orders, I want you and your team to *leave!!*

Please help her.

P-please.

I'll do everything I can.

Richards!

No! No, she's going to be okay!! She's--

Stop!

MJ!!!!

MJ!!!

AAGGHH!!

ZAACCT

ZAACCT

ZAACCT

Whoah!! Cease--

You don't--!

CRACK

Stop!! Stop!!

Cease fire and stop this &$%^ right now!!

Okay, okay!!

Everyone *calm down!!!*

Kill him.

Do it!!

Do it!!

Fantastic Four, out!!

Don't give me that look, Richards.

I know how you and your family got *your* powers.

What exactly is the difference *other* than the fact that I did this on *purpose?*

Why don't you take that crappy haircut of yours and shove it up my--

You want me to light this guy on fire?

Johnny!

Out!

Ben! We need to go now.

Fury, I appreciate your good work in what is a very tense situation today.

And these sentry drones are certainly impressive. My hat is off to you.

But this is *our* problem and we'll have transport ready to take all these young subjects back to safekeeping.

Doctor, you ain't taking %^$#.

You got me?

You got a lot to answer for.

But I don't have to answer to *you,* Fury.

The minute this little house of horrors you supposedly created dropped onto civilian property- you better *believe* you do.

You're under arrest, Octavius!

Kill him!!

We'll see.

You might want to call my *supervisor* before you do that.

If you knew who that was?

Do you wonder *why* you didn't know this project was happening?

Even though you're the big super hero big shot of the world?

How did you *do* this, Octavius? How are you not dead or in jail?

Back *up*, Parker.

Tell me!

Everyone back *down!!*

Tell you *what*, little boy?

Tell you I was going to go to prison after you beat me up on television...

...but instead I made a deal with the federal government to work for *them*...

...to help them design a super-soldier.

It seems that there are a great many people in the United States government that truly *hate* Nick Fury and his little band of self-loathing super heroes.

And they don't want Nicholas Fury to be the only person in the country with his finger on what they call the *"Captain America"* button.

So, thanks to the good people at the ***Federal Bureau of Investigation*** Special Projects Research and Development...I get to ***continue my work.***

Which ***before*** I became *"Doctor Octopus"* and ***before*** there was a Spider-Man or a Norman Osborn...

Before ***all*** the nonsense came down on my life...

That's who I was.

My work.

You're under arrest.

Actually, I'm not.

I ***have*** credentials.

And I have rights.

Oh, and I'm ***not*** in your jurisdiction.

How did you--

--make me?

Oh, ***that...***

We had a Peter Parker blood sample, Peter Parker.

Confiscated from ***your*** friend, Doctor Curt Connors- his assistant actually.

Ben Reilly, good man.

And with it we went to work.

And we're in phase three of a super-soldier clone experiment.

And you, sweety, are ***proof*** that it's working.

Don't!!!

Are you going to ***cry?*** Is ***Spider-Man*** going to cry?

I didn't do anything to ***you,*** boy.

This isn't about ***you.***

This is about ***my*** work.

It just so happens that my work completely perverts and destroys every single part of you and your life.

Every.

Single.

Part.

Young man, what I know *now* is that all of our sordid history together...

You and I...

All of our ugly fights as Spider-Man and Doctor Octopus with my metal arms...

What happened, happened for a *reason!*

BLOOD SAMPLE MATCH FOUND

99.342% MATCH

Baxter Buildin login...

Because of *my* "relationship" with *you* I was then able to take the blood sample and *understand* its unique qualities.

And from there I was able to clone a *female* version of you...

I was able to mutate and biograft you.

I was able to tamper with one of the clones' aging process and even convince it, through psychic memory implants, that it was your father...

What?

BLOOD MATCH:
PETER PARKER
99.342% MATCH

This is the most *important* scientific breakthrough since Bruce Banner discovered gamma radiation mutation.

This *is* it.

And *I* did it.

Not your daddy, not Reed Richards, not Norman Osborn, not Tony Stark.

It was *me*.

And next year, when a thousand *Thors* descend on the Middle East and put *that* situation to rest once and for all...

I will be given the Nobel Prize and a medal of honor.

And, Peter, I *promise*...

I will thank you.

My father.

That man- that's not really my father.

Um...

Let's go for a walk, Doctor Parker.

But May--

They're doing what they can. We shouldn't be here.

What's going on?

Come on...

Come with me.

"Your father died in a plane crash, Peter.

"Wow, you really deluded yourself if you thought that man was your father."

I thought you were supposed to be smart.

You can look at me like *that* all you want.

I'm not the bad guy here.

All the guns in *this* room...are pointed at *you.*

Fury...

I'll make a deal with you...

Send your men for some coffee. Give me/ us ten minutes.
After *that*- I'll go with you.
I'll surrender.
We *all* will.
Cute.
Fury is not in *charge* of this situation.
Fury, just do something useful and round up the Parkers for us.
The fed team is on its way here for cleanup.
Use whatever force necessary.
I can *always* make more.
All right, boys...
You heard the man.
Everyone out.
Set a perimeter around the building.
Tinkerer, slide the slayers out.
What???
What are you doing?
You're right, Otto.
I'm not in charge of this situation.
You are.
Go be in charge.
Are you insane?? You get back here and do your job!!
We'll be outside.
TOOM
Uh-huh. Uh-huh.
Well, I'm not going to engage myself in any of this.
This is not the life I want for the new me.
I have worked too hard and too-
agghh!

Hi, "Daddy!"

Stop it! Stop it *right now!!*

Who wants first dibs?

YES!!

Oh! Oh, now what?

You're going to *what??* *Hit* me? Will that make you *feel* better?

FTANG

Damn it!!!

I wasn't going to bring it to this level, Parker!!

I've tried so hard to keep this part of my life a secret!!

Oh, man!

Are you kidding- whaoh!!

My arms! My metal arms!!!

The ones that made you think it was so funny to call me *Doctor Octopus*!!

KTANG

ARGH!

It wasn't the *arms*, Peter!!!

CHUCK

It was the metal!

I COULD CONTROL THE METAL!!!

ULTIMATE SPIDER-MAN #104
"CLONE SAGA PART 8"

The Baxter Building, home of the world-famous Fantastic Four.

Mary Jane Watson??

MJ. Call her MJ.

Can you *hear* me, MJ?

MJ, my name is Doctor Reed Richards of the Fantastic Four and I am a friend of your boyfriend, Peter Parker.

MJ? It's Johnny Storm. You know me!

Do you have your notes on Norman Osborn's work? *Please* tell me you still have your--

Whoah! Okay, what are we doing here, Reed?

The *Oz* Formula?

MJ, this is Doctor Storm, and we're here in the Baxter Building.

We have the most *advanced* equipment in the world and we are going to *help* you--

I don't think she can hear you, stretchy.

You've been inoculated with Norman Osborn's Oz Formula--

Oh my God.

--and it is doing cytopathic cellular damage.

My- my notes are incomplete.

Hopefully we are going to be able to counter the physical and neurological damage and get you back to your normal, happy life.

I-I-I-I was working on Osborn's findings in my *spare time,* and I haven't exactly had a lot of--

Can you save her, Dad?

I don't know, Johnny.

You *gotta* save her.

We'll have to get her medical records off the--

Nnn!!

MJ, its okay!

We're here to help!

Wh- where?

Just listen to the big brain, everything is going to be--

Gah!

AGGHH!!

I want my mmmmaaaagGHH!!

Uh-oh...

Gaagghh!!

NOOOAAAGGHHH!!!

Uh, we better get the Scorpion clone out of--

Sweet Aunt Petunia on a cracker!

HRRAAGGHH...!!

FBOOOM

HUUUAARRGGGHH!!!

You took me to the roof of the hospital?

I thought it was somewhere quiet.

We could have...a moment.

So *what* was your name again?

Sue Storm.

Fantastic Four?

Yes.

A super hero, just like my son.

Well...

So *why* are we up here on the roof?

Your "*son.*"

Your son, Peter Parker...

Yes. Peter Parker.

Dr. Parker, look...

Richard.

Richard...

Look at your hands.

Do those look like the hands of a forty-something-year-old man?

You're *not* Richard Parker.

Richard Parker died in a plane crash a *long* time ago.

When Peter was just a little boy.

No! That's- see *that's* what--

You're a *clone* of Peter Parker.

You're a manufactured experiment.

A copy that- that's been altered to age and given memories that--

But I--

You are not a doctor.

You didn't know what to do when Peter's Aunt May collapsed.

A doctor- *any* doctor would know what *exactly* to do when--

You're trying to *trick* me.

I'm not.

You're a *liar!!*

I'm *not.*

I remember my life!

Your blood sample. It matches Peter's exact DNA spiral.

(Liar...)

YOU'RE A LIAR!!!

HALT!!

My name is Nick Fury and this situation is under S.H.I.E.L.D. control!!

Fury, where's Doctor Octavius?

FBI

FBI

FBI

Yeah, uh-huh... Henry Gyrich, FBI!!!

We *have* the situation here, Henry. Send your farm boys home.

Who?

Doctor Otto Octavius?? Where *is* he?

Oh! Guy with the bowl cut and the metal arms?

Yes!

Well, I don't know. In *jail*, right?

Fury. This is a very *serious* situation.

What *is* the situation?

I *know* you know.

Know what?

Stop it! What are you *doing*?

Defending the country. What are *you* doing?

Fury, this is an FBI operation. So, no offense, *you* stand down.

Oh yeah?

Yeah!

Where's Octavius??!!

Wait a sec....

Did you make a *deal* with Doctor Octopus to make super-soldier clone experiments behind my back and it all blew up in your face and now you're going to get fired and maybe indicted--

Is he in there?

"Is who in where?"

FOOM

FOOM

I'm not going to mess around with you two!!

You understand me?

Jessica, surrender right now or I'll kill you and just clone another!!

Oh the sweet talk, is it??

FOOM

How about I rip off your head and use it as a--

FOOSHHH

Otto, I swear to God--

PETER!!

CRASSHH

Next!!

SMACK

AGH!!

CRASH

Hhgaaggh!!

SHHWAPP

The two of you together are nothing but a big--

Shush, no one cares!

SHHWAPP

Now come here so I can--

Tsk--

Using Peter Parker's same old tricks.

And I just *told* you that.

Maybe I don't *need* to make arms.

But I *like* them.

I got *good* at them.

Even though the arms *aren't* attached anymore.

Call me crazy...

I guess I *liked* being called Doctor Octopus.

FUNP

Ow!!

CRASSHH

SLICEE

Johnny, the fire isn't calming her!!

I was just trying to--

It's not working!!

MJ, please!!!

Just try and focus!!

YRRHGGHH!!

CRAASSHH

Ouchy!!

SHABOOM

CRACKKEEE

BOOM

Oh, great.

Now I have to reset the Tivo.

THUMP

CRASHH

Reed, let *go of her!*

Let me try some good ol' monster wrestling holds.

HHRAAGH!!

RRRP

Peter?!!

MJ?

Aaaaand she's out.

MJJJ...

Well...

I found my Oz notes.

Ben, get that Peter clone into holding cell nine.

That could have gone a *lot* worse.

We're lucky.

Yeah, I *feel* lucky.

CLUMP

Young man, at this point it's just immature of you to not admit defeat!!!

It's done!!

Whatever.

Embrace it!!

This is what defines you as a man!!

How you handle just this kind of--

SMASH

No witty repartee this time?

THUMP

WHOOSH

That's how I know you're scared, little boy.

No, *that's* how you know...

He's *serious!*

CRACK

AGH!!

Oof!

CLANG

Embrace it, chuckles!!

It's what defines you as a--

SMASH

Whoops!

You dumb #$#%$s!!

Why??

Why are you always involving yourself in my life's work??!

AOW!

WHY??!!

SPLASH

SPLASH

RrrrrDie!!!

SPLASH

Just die!!

SPLASH

Nuh!

Ha!

ARGH!!

CRASH

Ah!

Hey, this ain't metal, is it?

Yeah, or this!

Guh!
Buh!
That- *that* felt good.
It's lame it took *two* of us.
Well, he *had* six arms.
True.
Is he dead?
Tsk.
Yeah.
Oh man... this is so weird.
Oh my God...they *both* are.
This is weird.
Well, let's go.
Go where?
I made a promise.
You're going to *surrender*??
I made a *promise*.
Oh, forget Fury. He- he made Spider-Slayers!!
You know, as in to slay *you*!
I have to face this.
There's nothing to face.
If I run, they'll chase me.
MJ and my aunt's health and safety are more important than--
I'm *not* standing here arguing with myself.
Where are you *going*?

You are messing with the wrong guy, Fury!!

I know about all your dirty deals!!

So give me Octavius or I *will* bring you up on charges in front of the Grand--

Um--

Where's the- uh- the *girl* you?

Yeah, um- she left.

Team Ten! The spider-girl is out in the open.

Two of the- the clones *died.* They're in there.

Two down? Good.

Good? Who are *you?*

You're the FBI?

You made a deal with Octavius to *clone* me?

For what? For "*thanks for being a good guy who brought you a bad guy?*"

You go and *hire* that bad guy to do this to me?

Tell me- I *really* want to know--

Is there *any* part of you that understands how insanely evil you are??!!

Listen to me, you lousy piece of--

Peter??!!

Are you okay??

No!!

Will all you guys just *calm down!!*

Whoah!

Agh!!

Storm, I told you and your family to *stay away* from this--

We have a situation here, kid!!

MJ?

Come on.

Storm!!

(Jeez.)

Alpha Ten- this is One-Eyed Eagle.

Send some of the A team over to the Baxter Building. Tell everyone to suit up.

Johnny!

Who's Johnny?

My brother.

That's him.

The guy on fire?

Huh.

I just want to sit here.

Can I *help* you in any way?

Do you want me to- to--?

Will you be his friend?

Okay.

Who?

Peter.

He's going to need friends after this.

He's going to need people and he probably won't--

He's an orphan.

He just doesn't think to rely on other people for help.

Will you do that? Will you be a friend if he needs it?

Of course.

Thanks.

Thanks for everything.

Tell--

Tell your family I--

Is she--?

Well, we isolated the Oz compound and--

Hold on...

We have a synapse fluctuation!!

Show me the E-cat reading and get me a line to the hospital in case we have to- hold on.

We should get Sue back here.

Hold on!!

GAAHH!!

MJ?!!

Let them work.

MJ?

Take it easy, Ms. Watson.

How do you feel?

I'm--

Do you feel dizzy?

Dizzy?

Do you feel you might throw up?

...Peter?

Are *you* really you?

It's really me.

Y- you promise?

It's me.

It's him.

It's the real him.

Johnny?

Hey.

What's goin' on?

Nothin'.

Long story short.

Doctor Octopus cloned me ***and*** Gwen Stacy and the clones escaped and Aunt May had a heart attack and one of them kidnapped you.

(Oh my God.)

Oh my *God!*

Oh my God!!

What?

A *clone?*

Hug the guy.

He's been through a lot.

I'm *so* sorry.

You didn't do this, did you?

No.

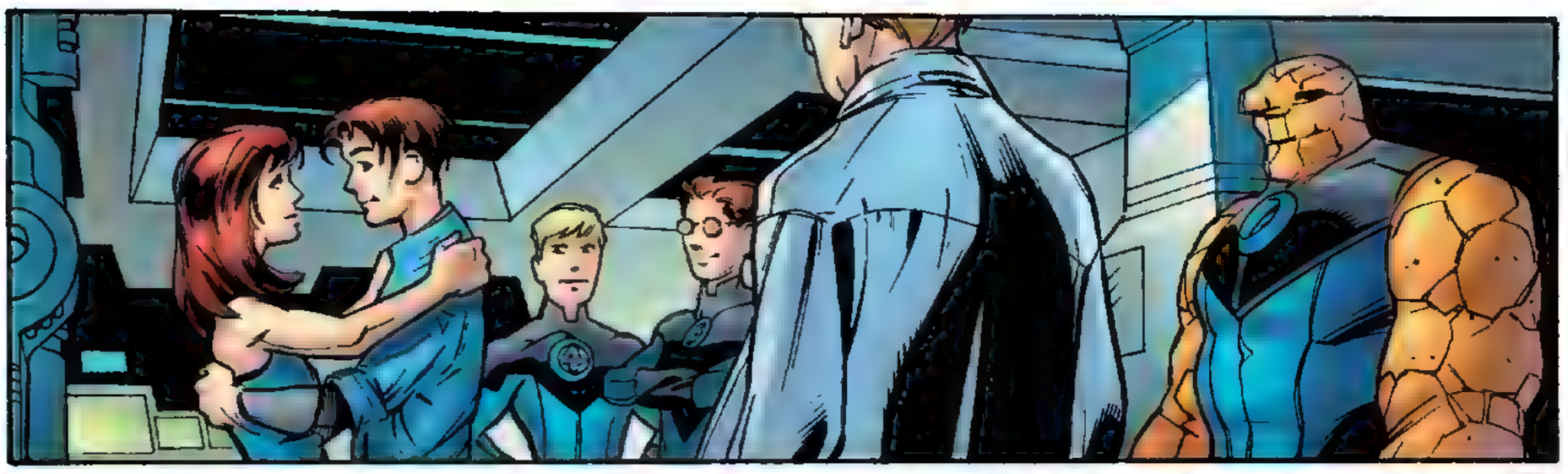
Then why are *you* apologizing?

I love you, MJ.

You were right and I was wrong.

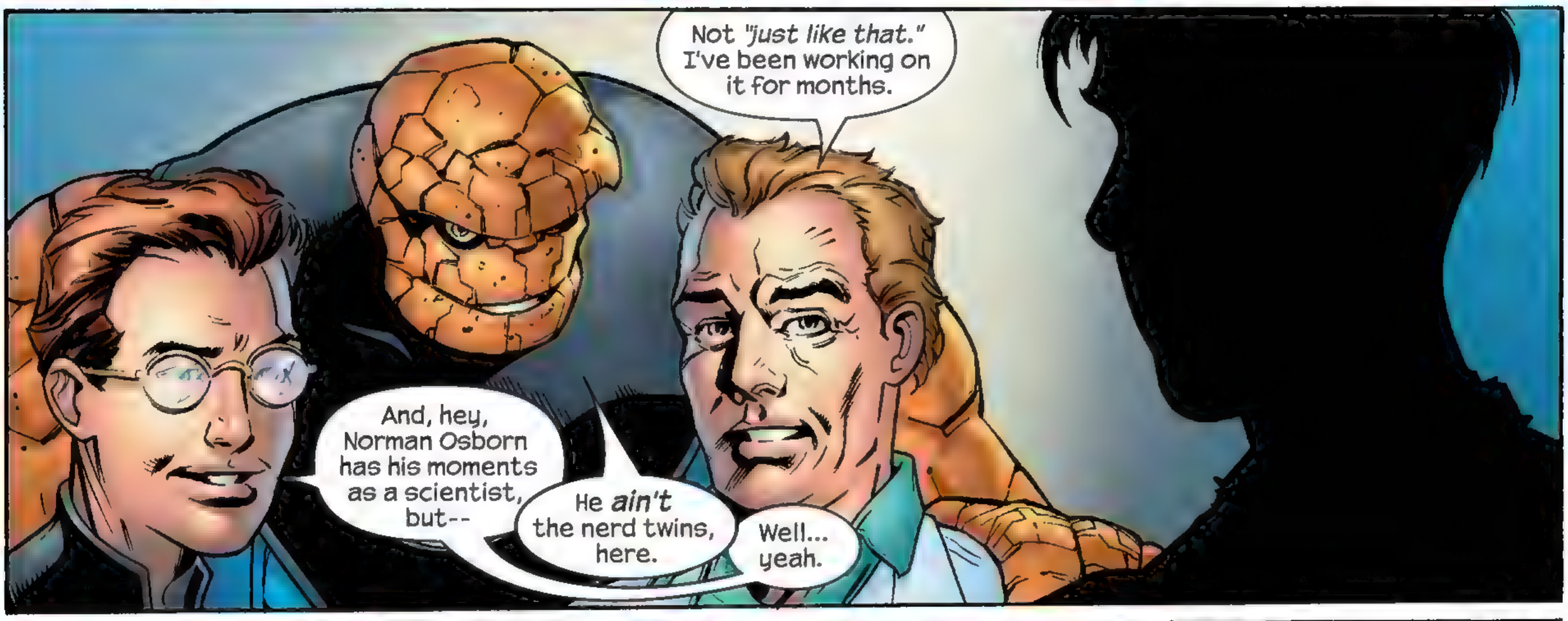
I almost lost you.

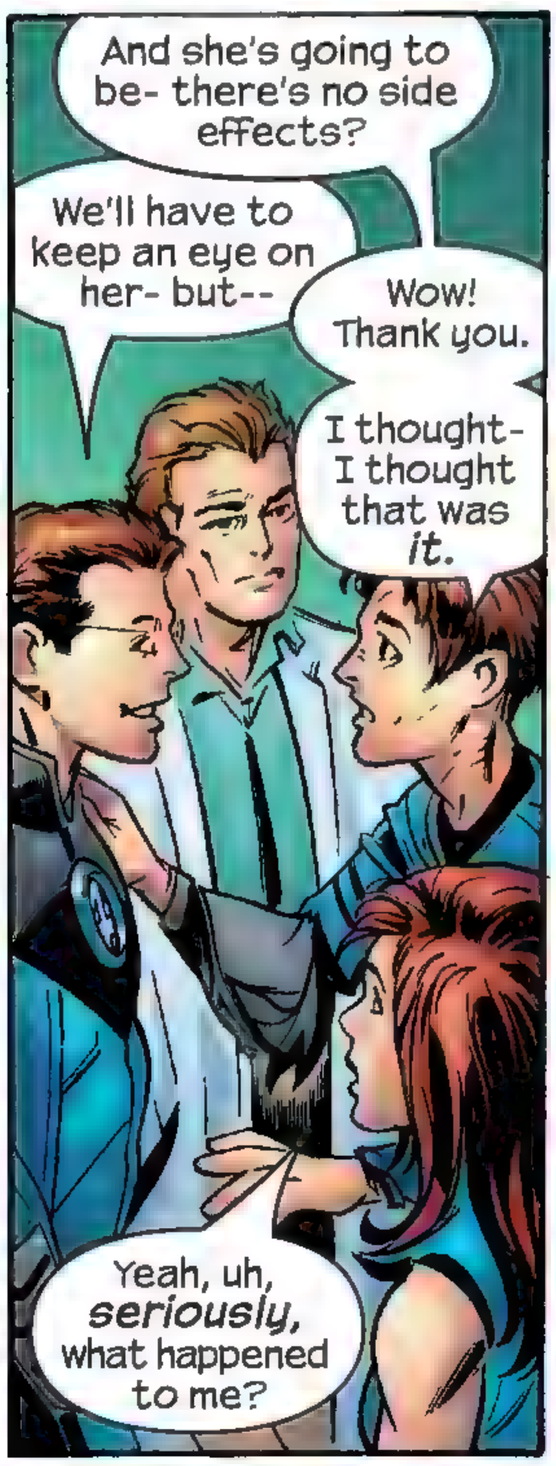
I-I love you.

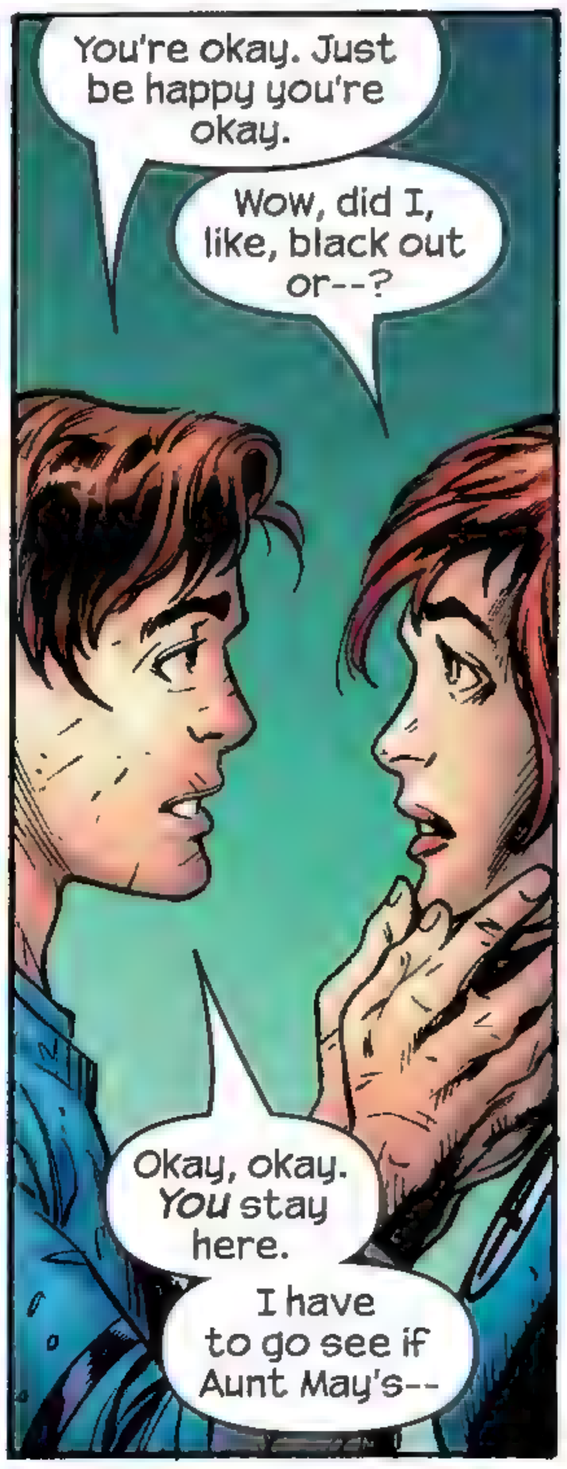


She's going to be *okay?*
We- Doctor Storm and I- this is Doctor Storm--
Hi.
--found a reactor to the Oz strain.
Basically a *counter* agent. An *antidote* to the Oz Formula.

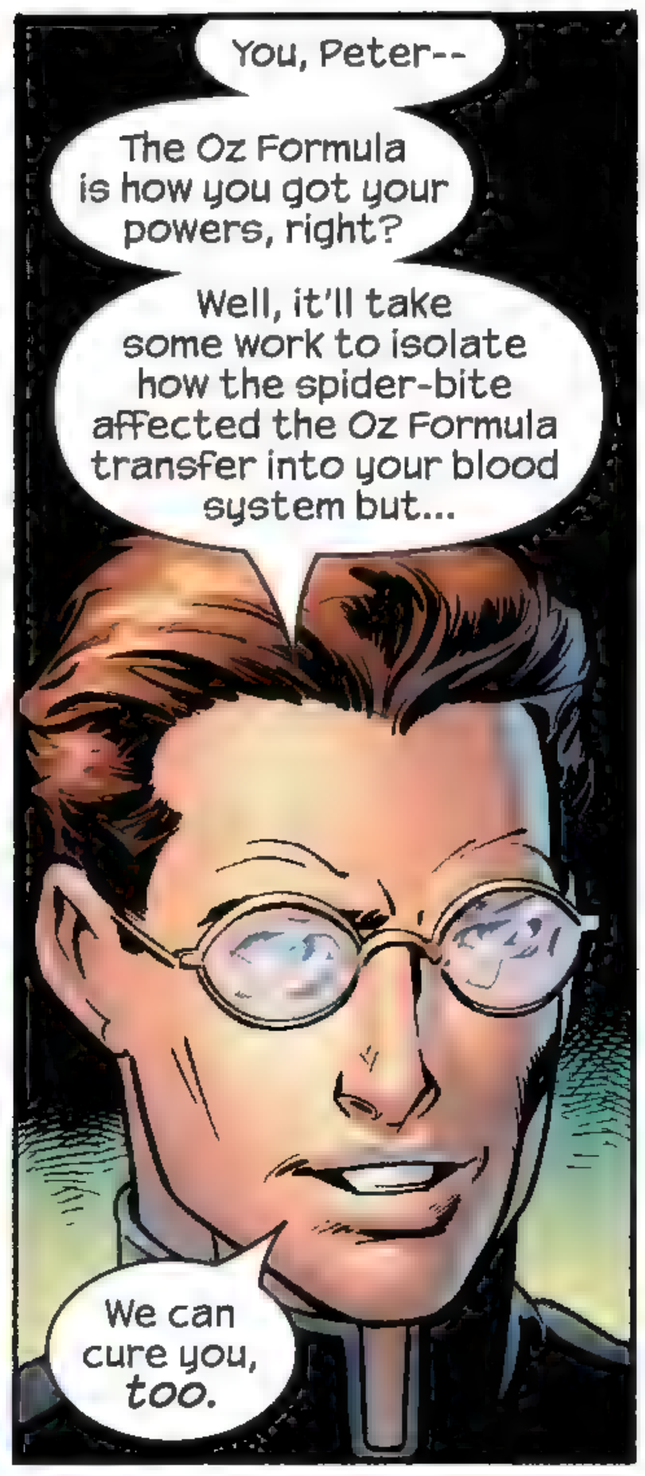
What happened to me?
Just like *that?* She's *okay* now?


Not *"just like that."* I've been working on it for months.
And, hey, Norman Osborn has his moments as a scientist, but--
He *ain't* the nerd twins, here.
Well... yeah.


And she's going to be- there's no side effects?
We'll have to keep an eye on her- but--
Wow! Thank you.
I thought- I thought that was *it.*
Yeah, uh, *seriously,* what happened to me?


You're okay. Just be happy you're okay.
Wow, did I, like, black out or--?
Okay, okay. *You* stay here.
I have to go see if Aunt May's--

I'll come.
No.
Well, wait, there is *one* thing...
What?
Oh no...


You, Peter--
The Oz Formula is how you got your powers, right?
Well, it'll take some work to isolate how the spider-bite affected the Oz Formula transfer into your blood system but...
We can cure you, *too.*

You don't *have* to be Spider-Man anymore.

It's your choice.

ULTIMATE SPIDER-MAN #105
"CLONE SAGA EPILOGUE"

The Baxter Building. Home of the world famous adventurers the Fantastic Four.

Huh.

Do you *want* to not be Spider-Man anymore?

I-I don't know, MJ.

Well, after tonight, who could *blame* you.

I know, Johnny, it's just--

Let me think about it, Doctor Richards.

It's completely up to you.

Wow.

Thank you for saving MJ.

Seriously.

I'll- I'll never be able to thank you enough.

For MJ, for coming to my rescue. But I have to go. My aunt.

I'll come, too.

No, you stay.

Doctor Richards needs to keep an eye on you and I have some things I have to do.

And then you need to go find your mom, she's completely freaking out.

Oh my God.

Where's Peter Parker?

Who?

Kid, I'm this close to bringing you *all* up on charges.

Fury, why are you treating the dude like *he's* the bad guy? He's *so* not the bad guy.

No. He *wasn't* the bad guy.

But he *was* the weapon of choice of the bad guy and that situation has not been contained.

Yeah? And none of it was his fault.

You have the bad guy. In fact, the *dude* beat him up and *gave* him to you.

It's a situation and it needs to be contained.

He looks up to you like a father.

Do you *know* that? He'll kill me for saying this, but- but he *does*.

He wants to be *you* when he grows up. He wants to be on your team.

He wants to be the greatest hero in the world.

Even after *all* of this.

And you're just going to- what? Throw him in jail? Because... why?

Cyclops, is the Blackbird cloaking device on?

Hell, yes.

I don't see Peter's house...

There...

Oh my God...

A look, Kitty.

That's what you get.

S.H.I.E.L.D. doesn't want the X-Men in this.

We have to find *Peter.*

I'm picking up some random thoughts from the S.H.I.E.L.D agents down there...

Oh.

What?

His aunt had a heart attack.

Oh my God!

She's at First Baptist.

Is she?

It was a heart attack.

It was my fault, Ms. Storm.

I don't see how that could be.

Can I tell you something that- that--

(Well, there's no easy way to say *this*.)

That that guy wasn't my father.

Yeah.

And he was a clone and he didn't make it, did he?

I took care of it with the hospital.

I started putting it all together at the end, there.

I don't know how I'm supposed to feel.

I don't know how *I* would feel, either.

Is the bad guy caught?

Let's focus on *that* then.

Yes.

I'm, uh, I'm going to go back to check on my family.

Doctor Storm...

Thank you.

Not necessary.

Gkk...

I know I should have *told* you.

I know that now.

The reason I didn't was I was scared of *this.*

This *exact* thing.

And- and it happened anyhow.

And- and the *same* thing happened with MJ.

I was so scared of this *one thing* happening to either of you and I tried so hard to *not* make it happen and it happened *anyhow.*

And- and now I know why...

I was lying.

I was lying to you.

I didn't trust you as much as you trusted me and--

And- and what hurt the most was--

--you said I wasn't your son.

Because to me...I *am* your son.

I am.

I *have* to be.

Because to me, you're my mom.

Yeah?

What now?

Guys... Wait outside.

Kid... Do you know why I came to your house tonight?

Do you know why I had to invent Spider-Slayers and come to your house tonight?

Really?? No.

Because the situation was in the open, out of control, and an immediate threat to civilian life.

And you were at the center of it and it had to be resolved quickly.

And you had an army of *me*-slaying robots all ready to go, just in case one day a bunch of *clones* of me *happened* to be invented and *happened* to go all nuts?

Wow, *that* is some forward thinking.

No. I made those to take you down.

Why?

Because I'm a study of human moves, kid.

And with all that has *happened* to you, with all that's been said and done *to* you and *by* you...

It looked to me as if we were all witness to the birth of the next big super-villain...

And I wanted to be ready.

Me?

The next big super-villain. *Me?*

Kid, all the stuff that's happened you...you are *well* within your rights to snap.

And it's my job to be ready if and when someone like you does just *that.*

Your dad, your uncle, Harry Osborn, vampires, Doc Ock, Kingpin...

You flipping out on me at the pier that day.

It looked like you were going to snap.

But I *didn't!*

No, you didn't.

All this tonight and you *still* didn't.

So you were *wrong...*

Yes.

THANK YOU!!

In fact, now I see that the opposite is true.

Now I see... that I am watching the birth of someone really special...

That is if you don't %^$# it all up before you graduate high school.

Are you going to see Reed Richards now?

Yeah, actually.

Tell him...

Thanks but no thanks.

Tell him I'll pass on the offer.

Petr...

R'you r'ok?

Are you?

So, whasss goin' on?

There.

Oh... her thoughts. She knows he's Spider-Man, now.

Professor, can you hear my thoughts?

Yes, Kitty.

I need you to- to psychically make Peter's aunt **forget** he's Spider-Man.

Make her forget what's happened tonight.

No, Kitty.

I can't do that.

NO!
No, you **can**!! You can do **exactly** that!!
He doesn't want his aunt to **know** this. I know. He doesn't **want** it.
It was a mistake that she found out and you can fix that mistake.
It's not my place. People have to live their lives.
Life has consequence and it's not our job to--
If she was burning in a fire, you'd pull her out. What's the difference???
Kitty--
You let Jean psychically block people from seeing us here...
What's the difference?!!!
That's not what we do, Kitty.
You **know** that.
I hate you.
Professor, maybe she's right.
She's not.
But--
Kitty!!

Heeeey...
I'm so glad you're okay
Hey.
That costume...
It'sss a *terrible* costume.
I know.
C'mere.
My boy...
You're right, Professor.
I know.

Excuse me, if I could have your attention...

My name is agent Sharon Carter- I'm the leader of Nick Fury's anti-power-terrorism task force.

What happened in Queens tonight was an unnaturally-powered villain attack.

No one in the neighborhood was the target and, though we have to keep most details confidential due to national security issues...

Thanks to Nick Fury and his team, we were able to evacuate the neighborhood before any casualties were met.

We do want to make it perfectly clear that, unlike what was reported by some of the cable news networks tonight, this was ***not*** an act of mutant terrorism.

But we'd like to publicly ***thank*** the man known as Spider-Man for his invaluable help in tonight's situation.

He is a true hero...and everyone in this neighborhood owes him a debt of thanks for his selfless behavior here.

Following my statement, all of you will be led back to your homes.

There is some property damage and if you feel that you cannot stay in your home, or you don't feel safe to go home, lodging will be provided for you.

On this card is a 1-888 number to call in the morning to claim any damages or complaints you may have about tonight.

Mom.

4

There are some taped-off areas that are not safe and we ask--

MJ??

Where were you?!! Are you okay?!!

My name is Agent Woo- your daughter is fine.

Can we talk to you privately?

Thought I'd find you here.

I *know* you did, that's why I came here.

That's weird.

Everything *about* this is weird.

Congratulations, you're the last clone standing.

How do you *feel?*

Yeah, me too.

You should go to Nick Fury and have them run tests and--

Man, I hope I don't die.

I feel *pretty* good. I'm hungry.

Yeah, uh, no.

But you might die--

You could die running into a man in a giant mechanical--

Rhino suit, yes. But--

Stepping on my jokes.

They're my jokes.

We're cool with Fury now. We're okay.

Maybe *you* are. Me? Not so much.

I'm *done* with shadowy figures of authority and people in white coats for a while.

Uh, what *are* you going to do?

I thought I'd go to school with *you.*

Kidding! Please...can you *imagine?*

Uh, no.

Really.

No, I think I'm going to go elsewhere and start a life and be Jessica Drew and not Peter Parker because I think I kind of already am.

Well, really, the minute you started thinking for yourself you already *became* her.

Thank you, Michael Keaton.

Yeah, so, I think I should just go do that.

You going to be a super hero?

Maybe.

You can be Spider-Girl if you want.

Okay.

Woman.

And thank you.

You, uh, you got any *money* on you?

No.

I gotta get some money.

Don't rob a bank. You'll make me look bad.

Oh, uh, Aunt May knows I'm Spider-Man now.

Is she okay?

She's- she *will* be.

Thank God.

I know.

Really. And MJ?

Dodged *that* bullet.

He so is.

Reed Richards is awesome.

We should be him when we grow up.

Okay. This is a very weird conversation.

Yeah, I'm going to go.

Ready for the most awkward hug in the history of the planet?

Uh...

Well...

Yeah...

Organic web shooter, cool.

And icky.

The Triskelion:
Headquarters and home of the Ultimates, the U.S.-sanctioned superhuman task force created by Nick Fury and S.H.I.E.L.D.

Show me...

Peter?

We found MJ.

I'm okay.

Oh my God, your *house!!*

Aunt May had a heart attack.

Oh my God!! Is she okay??

I talked to her. She's- she'll be okay.

But the doctor said to let her sleep. They gave me a beeper.

Oh my God. Well, you come home with us.

I- yeah, I'm kind of tired.

Did you hear what happened to *MJ?*

They told my mom Norman Osborn kidnapped me out of my room and Spider-Man beat him up and saved me.

Norman Osborn?

That's what they *said.* I fainted. Don't remember *anything.*

That man is a menace!! Why MJ?

He *was* always weird with me.

Just thank God you're okay. Thank God we're *all* okay. Poor May. We'll have to bake her something.

Mom, can you give me and Peter, like, a minute?

Are you *kidding* me? I'm not letting you out of my *sight.*

Just- stand over *there* for a second.

Norman Osborn?

Hey, it's better than telling her what really happened.

Maybe we *should* tell her--

Hey, it worked. Let it be.

I should start blaming him for everything.

You'll stay at our place.

I guess I *have* to.

How are we going to afford to fix this?

So, you'll stay with me forever. Yay.

I meant what I said before.

You *better* have.

How are you feeling?

I'm okay, I think.

You sure?

I really think I'm okay.

That was- that was *so* scary.

I'm exhausted.

And I don't remember a thing of it. Not a thing. So, hey...

No school today. I bet we get the week off.

Well, aren't you a half cup full girl.

Hey, honestly, I got you back. We're all alive.

All said and done...

Nothing else matters.

Hey, come on...

Let's go home.

Ughg...

CLINK

You okay?

AAIIEE!!

MJ?!

AAAIIEEEEE!

AAIIEEE!!

It's okay...

Hey...

Nnnaagg!!

It's okay...

Guh!

It's okay...

It's okay...

ULTIMATE SPIDER-MAN #106
"ULTIMATE KNIGHTS PART 1"

I just want to get my stuff.
We're workin' here.
I understand that.
But this is my house. My stuff is *in* my house. I *need* my stuff.
Kid, this is a job.
I could have been in and out of there in the time it's taken you to tell me about how I can't get in there.
Yes! I'm a *Peter* Parker.
You a Parker?
Who's paying for all of this?
Nick Fury.
Translation: ka-ka-ka-ching.
The Ultimates tear up Manhattan *and* this.
Good times.
Word.
Can I *please* get my stuff?
Go, but be careful. Don't die in there.
Hey, babe.
I'm fifteen.

Okay, this is relatively untouched by the bedlam that is my life.

Small favors.

CLICK CLACK

Phone's dead.

Great. I have to call my now *ex*-girlfriend Kitty and *tell* her that we are no longer dating...

So she can come over here and beat the holy snot out of me for being a two-timing snake, which is what I am.

And every minute that goes by that I *don't* tell her is not making this any *easier*.

Oy!

Exactly, and I'm not even Jewish.

"How long will this 'Damage Control' *take*?"

"It'll be done when it's done" is what they said, Aunt May.

Wonderful.

I love hospital food.

(I don't know why people are so down on it.)

US WEEKLY

So, MJ.

Yes, Aunt May, I knew.

You knew Peter was--

Shh.

Talk in code.

You knew he... did that?

Yes.

How did you know I was going to ask that you knew?

Peter warned me.

You told her about--

Code.

And not me?

I'm his best friend.

Only friend.

Not true.

And if I hadn't told her you were just going to tell her right now by asking her if I told her...

So you have to get used to not doing that kind of stuff.

We have a lot to talk about.

When you're better.

Fair enough.

How are you feeling?

I'm getting antsy and bored.

That's good.

Did you know that commercial television is horrible?

No duh.

Yeah, we know.

Why do they call it "reality TV"? It's not.

It's just game shows without sets. There's nothing real about it.

Aunt May, if you watched more TV, you'd know you're the sixth-billionth person to make that observation.

(Love Jell-O.)

You know what's been on TV all day today, though...

What?

Look.

Spider-Man mania is sweeping New York City!!

ET

H-ANTI-MUTANT LEGISLATION HITS CA

A new Reuters poll says that the most popular super hero in New York is no longer Captain America.

It's the masked, mysterious, wall-crawler, **Spider-Man.**

Some think it's the success of last summer's reality movie coming to DVD, but others say it's Nick Fury coming out in public support of Spider-Man's recent actions in Queens.

Whatever the case, Spider-Man is everyone's hero.

For now.

ET

Why are you showing me this?

Are you ***trying*** to upset me?

No. No. Mr. Fisk...

Um, recently you purchased a holding firm called GG Enterprises.

GG Enterprises owns C and C Licensing.

C and C Licensing owns the global licensing rights to Spider-Man.

Spider-Man's Q-rating is through the roof, now...

And you- you own the licensing rights to Spider-Man.

Yes, see, Spider-Man started out on the low-rent wrestling circuit.

This wrestling company called Hercules Wrestling, Inc. actually owned the name and license and put out T-shirts...

And when that movie came out last summer and did huge business- the studio stepped on Hercules Wrestling, Inc.'s neck and didn't let them put any Spider-Man stuff out at all.

They ended up in bankruptcy and, well, now you have it.

You have about a nine-month window for merchandising on his wave of popularity--

H-here is an estimated cash value of the investment and what the return is, based on some of the figures we have from Tony Stark's Ultimates franchise ***and*** what the army has made off of the Fantastic Four license--

I ***own*** Spider-Man.

You own the important part.

You own the likeness.

Take any sublicense offer.

Take any media offer.

Go to town. Flood the market.

Run it into the ground?

Exactly.

HOSPITAL

No.

No what?

We're not taking the *bus*.

MJ.

The *bus*??

WATCH KRAVENS HUNT

You *owe* me.

How do I *owe* you?

Put on your "*you know what*" and let's go.

NO PARK

No, come on...

You come on...

The webs are expensive. I have to conserve.

More expensive than the bus?

I'm not comfortable crossing that line with you.

What line? Seriously, at this point...what line are you referring to?

The Baxter Building: home of the world-famous Fantastic Four.

Well, if it isn't the most popular super hero on the planet.

Yeah, what's up with that?

Or is it a *clone* of the most popular super hero on the planet?

Don't even joke, Johnny.

Seriously.

It's Fury manipulating the media for you, to quell his guilt about how he has treated you.

I thought that too, Sue.

Oh, it *is*.

MJ, hi, I just wanted to do some follow-up checks on you.

You went through what we refer to as a *traumatic genetic event.*

Doctor Storm and I want to just do some tests.

About an hour.

How long will this take?

Not even a little.

Will it hurt?

Are you cool if I swing across the street--?

Yeah, go.

You sure?

Totally.

I'll be back in a few minutes, I just have to go...

It's just like being at the dentist but much, uh, more insane.

"...and make sure I still have a job at the *Daily Bugle*."

PARKER

MARCH

Uh-oh.

SEE MR. JAMESON- A.S.A.P.!

Readership is falling in every newspaper in America, Urich!!

Newspapers across the ***country*** are folding up shop!!

And ***this*** ridiculous article is what you hand in?

Project Pegagus is a real thing, and it's not my fault readership is down in every paper in America, Jonah.

Yes, it is, Ben.

Is it?

I am saying it is.

Um...

Oh, look who's here!!!

Hey, everybody!! It's Mister I-can-come-into-work-whenever-I-want.

I--

"Am fired"?

"I don't work here anymore"?

"I just learned a hard life lesson"?

I'm fired?

Again?

Parker came to work here for life lessons.

You don't show up to work, you get fired.

It's a life lesson and I just taught it to you.

Today you are a man.

Buh-bye.

Wait! Hold on!!
My house was *attacked* and- and my aunt had a *heart attack.*
The Ultimates thing?
No. No, I live in Queens.
Oh, the thing with Spider-Man.
Your aunt? The one that yelled at me that time.
(Oh yeah...)
Yes.
Is she okay?
No- I mean- she's recovering, but she *had* a heart attack.
She's in the hospital. I was just there.
Rrrr...
Okay, you're not fired.
Actually, um...
I was wondering if I could have a raise and more hours.

With my aunt in the hospital...
Wait, were you *home* when this thing went down in Queens?
Uh... yes.
You *saw* it?
Uh, yeah, yeah, uh...
Liar!
Norman Osborn turned into this big green goblin and was tearing up the street and all these robots came down and Spider-Man showed up and beat him up.
Liar.
How do you know it was Norman Osborn?
He, um, he kept yelling out his name.
Big liar!
BUGLE
DAILY
My house was totally trashed. They're fixing it now.
Can I get pictures?
Of my house?
Yeah.
Uh, yeah, you better hurry.
Ulrich??
(I'm on it.)
Front page! World-exclusive!
Spider-Man versus the Green Goblin. *The Bugle* has the exclusive story. Eyewitness account.
And *that's* why you get to keep your job...
DRUGE REPORT
Um...
And a...*tiny* raise.
And you can work weekend edition.
Really? Wow.
You're- you're just an awesome guy.
I don't know *why* everyone says you're such a--
Uh... thanks.

This is the gentleman I was referring to, Mr. Fisk.

And what do *you* do?

I *kill* people.

Really?

Then kill *him.*

Boss?

Kill him?

Now?

You're looking for work as my *fist.*

This is what I would like my fist to do.

Okay...

Who are you *really?*

Or more to the point, are you a *local* undercover or a *federal* undercover?

Boys...

This man has physically assaulted me.

A nice bonus to whoever defends me.

BAM
BAM
SPACK
AGH!
SPOCK
AGH!
KRANK
HHRRRAAAH!
WHAM
AGH!
What *are* you?

My name- my name is Shang-Chi and I will bring you--

I barely care.

SPAK

Clean this up.

BAM BAM BAM BAM BAM BAM

uh, boss?

Don't make *your* problems *my* problems.

Go!

Mister Rose...

You've worked hard to get where you are in my world...

Let's work on that screening process, shall we?

Yes, sir.

KARUNK

AGH!

Oh #$%@, I found him.

AOW!

FUMP

Hey, guys, I--

SPOK

While I certainly appreciate the enthusiasm you displayed here...

There are much smarter ways to take out the Kingpin...

And you're not the only one in this city who would like to...

The media calls me Daredevil...

And I'm putting a little something together that I think you'd be perfect for...

She's okay.

Clean bill of health.

What *kind* of nightmares?

Well, she has them but she also, she sees things, sometimes, that aren't there.

Like what?

(Oh my God...)

Did you tell them about the nightmares?

Peter!!

It's important.

For a second, *once*, I saw the clone who kidnapped me- when it was really Peter.

Once.

I hadn't slept in a long time, it was just--

Post-traumatic stress.

Exactly.

Which means?

It was a traumatic event, you were victimized, verbally and physically.

Has it happened to *you?*

No, but--

It's happened to *me.*

Really, Ben?

Yeah, last month I thought I saw *Mole Men* in our kitchen... but they weren't there. It was just a second.

Really!?

It's just...your brain working it out.

That's what I thought. It's some crazy stuff we've seen. I mean, *look* at me.

So it's... normal?

It's not *not* normal. But you want to keep an eye on it.

You want it to peter out, not take over your life.

A therapist wouldn't be a bad idea.

Except that it would.

The Fantastic Four.
We're *definitely* hanging out with cooler people.
Johnny wants to double-date.
Yeah, okay...
And he wants us to find *him* a date.
Well, I guess "cooler" isn't the right word.
Excuse me, young man. Can I speak to you for a second?
Who are *you?*
Matthew Murdock, attorney-at-law. May I speak with you?
Go inside.
What is this?
Go, I'll meet you in there.
Who are you?
I told you. Do you recognize my voice?
Kind of.
Calm down. We're friends.
I *am* calm.
You're not. I can *hear* your heart, I can *smell* your perspiration.
I *do* know your voice.
What if...
I called you a "baby who has no excuse for being in a costume and you should get your immature butt home before you get yourself, or more importantly **me**, killed?"
Daredevil.

Smart boy.
What *is* this? Get *out* of here!
(Wait- you're blind?)
I have an *offer* for you.
You can't come to *my school* like this and *talk to me* like this.
I have a life!!
(*HOW* did you find me?)
The world thinks Spider-Man goes to school here.
And I have heightened senses and I just listened... for you.
I am *really* not comfortable with this...
(No matter *how* cool that is.)
My offer is for you to meet me on the rooftop across the street from St. Patrick's Cathedral, tonight.
Eight o'clock.
Why?
In costume.
Why?
It's a *good* thing.
Good thing?
We're going to kill the Kingpin.
Eight o'clock.

Hi, my name is Jessica Jones and I'm a senior here at Midtown and I'm the student executive producer of the school's television network...

And we're looking for volunteer staff members for our school TV broadcast--

What was that?

I HAVE NO IDEA!

What was that? Seriously?

I HAVE NO IDEA! DAREDEVIL

DAREDEVIL

THAT WAS REALLY NOT COOL!

How did he find you?

TELL YOU AFTER CLASS

Hey did you ever call Kitty?

you ARE going to break up with her RIGHT?

You ARE going to break up with her RIGHT?

You're only making it WORSE!!!

I KNOW!!!

It looks really good on your college transcript, which is--

Good morning class, sorry to interrupt...

We have a new student joining the class today.

It's kind of an unusual situation.

She's kind of well-known and she's joining our school.

I'm sure that her addition to the class will spark some discussion but...

She's assured me that she is up for that and open to any of you who have questions or concerns.

Class...

Welcome Kitty Pryde to Midtown High School.

I think this'll be very good for everyone.

ULTIMATE SPIDER-MAN #107
"ULTIMATE KNIGHTS PART 2"

Well, uh, welcome to the class, Ms. Pryde.

Um, why don't you take the seat behind Mary Jane there.

Yes...

Right there...

Um...

Okay, class, um, do you have any *questions* for our new student?

Kat- Kather--

CLICK

Kitty.

Kitty.

Um, okay, the principal said you're- you're- you're a *mutant*.

Yes.

Really? Um, okay...

You're one of the *X-Men*.

I was.

You got *kicked out*?

We... parted ways.

Really? What did you *do*?

I- what did *I* do?

That got you kicked out.

PARTICLE PHYSICS

I *wasn't* kicked out.

We parted ways.

So you have super-mutant-powers?

I- yeah. There's more to it, but yeah...

Oh, man...show us.

Uh, no.

Come on, you *gotta* show us.

Show us.

Man...

BARKL WABBI

Whoah!!
Dude!!
Does that hurt??
No.
So you think you're *better* than us.
No.
You call yourself *"homo superior."*
I didn't coin the term.
But that's what you *call* yourself.
Everyone is equal. That's what I believe.
Except *you* guys, you're *superior.*
Liz...
I didn't *say* that or- or even *hint* at it.
I'm sure there are tons of things *you* can do that *I* can't.
I'm not very good at math, maybe you are.
I'm not.
So, we're equals.
Oh dude, did you fight *Magneto?*
Yeah.
Yeah??!!
Let me tell you, it was--
You're the one dating Spider-Man!
CLICK
Uh, *who* are you?
Jessica Jones, student executive producer of the school television news station.
Great...
CLICK
You were on the web, on TV, dating Spider-Man.
I'm *not* dating Spider-Man..
Is *that* why you're going *here* now? Because you're dating him and everyone thinks he goes to school here?
I'm *not* dating him.
But he *does* go to school here.

He's not- I don't know *what* he does. I'm not *dating* him.

So you're *single*...

(Good to know...)

Let's, everyone, let's leave Kitty alone now and get back to our curriculum.

It's her first day and this is obviously a big--

When exactly did you and Spider-Man *break up?*

Whoah!!

Holy--

Whoah!!

Dibs!
No way!
Oh, yes way!!
You don't even *like* girls.
I like your mom.
Dude, don't do that.
Dude!!
You can *have* mutant-girl if I get your mom.
That is *enough!!!*
BOOM
This poor girl was nothing but nice to you and what do you do to her??
And what do you do??
You make her feel cheap and a freak and unloved.
SAMSUNK

TICKETS

There she is...

That's *our* spot, Peter.

Oy! I'll go talk to her.

Mean?

Don't be mean.

She's going through hell.

I'm not going to be *mean,* MJ.

I know. I just feel *bad* for her.

You should, you stole her boyfriend.

Most popular super hero in New York.

I'm a catch.

Uh-oh.

Did you *tell* her to transfer here?

What? No.

You didn't *hint* at it?

Yeah, I said, *"You should leave that cool private school with your own plane and the coolest workout room...ever.*

*"And you should come here and have **beans** three days a week."*

Oh, and the *wedgies.*

You should have seen her eyes light up when I told her about the *glorious wedgies.*

Girls don't give wedgies. We spread spiteful rumors.

A *verbal* wedgie.

Exactly.

I didn't *know* she was coming here. I swear. I haven't *spoken* to her.

How did she know you guys were *broken up?*

Time to go find out.

I'll see you later.

Are you going out and being Spider-Man later?

I got my aunt.

Uh...
Hey!
Oh, *now* you'd like to talk?
I've been *trying* to call you.
Leave.
You don't want to talk?
You should have gotten your butt on a train and come to Xavier's and told me you were breaking up with me *in person.*
I've been a *little busy!*
And, you know, you're not *at* Xavier's so that would have been a waste of a *trip.*
And *why* are you not at Xavier's?
It doesn't *matter.*
It *does.*
He politely asked me to *leave.*
Why?
The school was too crowded and I made his choice *very* easy by letting him *have it* when he refused to go into your aunt's mind and make her forget you're Spider-Man.
Whoah- what?

We, the X-Men, *saw* you were in trouble on TV and we came here to *help.*

But by the time we got here, it was over and we found out your Aunt May had had a heart attack.

So me and Jean went to the hospital and she read your mind or your aunt's mind and I asked Xavier to help you with his mind powers and he *wouldn't!*

And I lost it on him like I've never lost it on *anyone.*

Feeling *bad* now?

Yes.

Good.

That- that was *unbelievably* cool of you but...

I- I didn't *want* Xavier to do that.

But- *whoah*, you- you didn't *want* Aunt May to know. You wanted to do it yourself on your own time.

But it *happened* and- and when stuff happens, you gotta take responsibility for it.

That's what Xavier said.

I appreciate the *thought,* though.

Yeah, I can tell.

But how are you *here?*

My mom moved eight blocks away.
So now I go to school here.
(Of all the juice joints...)
Crazy.
And *just* in time for you to break up with me without *telling* me.
Just in time for me to find out by coming to your *rescue*--
--only to see you making *snuggle noses* with Mary Jane!
Who you've been in love with the whole time and I *knew* this and- and- and--
It's not *about* you.
It's about MJ. I almost lost her and--
Well!!
As long as it's not about *me!!*
I almost *lost* her. For *real.*
For *real* for real.
And I *realized* that I made a huge mistake and I--
Oh, I hope *I'm* the big mistake. Can *I* be the mistake???
Kitty.
I can't wait 'til we're seniors.
We get yearbooks and you can write in mine that I was your "*big mistake*"!!
BAM!!
Kitty, come on...

I need a- a- a vacation.

Seriously.

I need to sit on a beach or- or just sit somewhere quiet.

GET WELL SOON! MILES

I should go find my female Spider-Woman clone and go hang out with *her*, wherever she is.

Yeah, that's right! I have a *clone* out there living a better life as me than I am.

Let's try not to think about *that* every two seconds of every day for the rest of your life.

And I probably couldn't *even* hang out with her because she's me and I pretty much *hate* myself.

7:45 PM

MARCH 11

I should go to the movies. Just relax.

Kitty. That sucked.

You gotta love being in a conversation with someone and everything nasty they say about you is right on the money.

You gotta love it.

Which will be nothing compared to the conversation I'll have with Aunt May when *she's* recovered.

That's going to be a doo-hoozy!

All the time worrying that I'm going to give her *another* heart attack as I tell her of all the hell I've caused this year.

7:46 PM

I should- what I should do is stop pretending I'm not *watching the clock.*

Watching it turn to eight o'clock.

I should stop kidding myself that I'm not dying to find out what Daredevil is going to do to the Kingpin and why, all of a sudden, he's my buddy.

1:47 PM

Don't do it...

Don't do it...

Aaaaand you did it.

Idiot.

Note to self.

Look up the *textbook* definition for a guy who goes *looking* for trouble even when every area of his existing existence is *already* trouble.

Yeah, look *that* up.

Pretty sure I know what the picture is right *next* to it.

Well...

There's something you don't see every day...

...or, like, ever.

A rooftop full of crazy people!

A rooftop full of people I've never had *anything* but nightmare run-ins with in the past...

Hmmm...

That's Doctor Strange, magician. Guy's on TV more than he sleeps.

Iron Fist. Don't know anything about him other than, you know, his iron fist and he hangs out with...

Shang-Chi. Master of Kung Fu. That guy's pretty cool, actually.

Oh, and there's Moon Knight, who I'm pretty sure is genuinely crazy.

And I'm not just making that presumption based on the costume.

And my *"best friend,"* Daredevil.

What a load that guy is.

And I bet he's *lying* about having those super-senses. He doesn't even have--

Okay, he *has* super-senses.

Gonna regret *this.*

Boys...

Whoah!

Put the moon toys away, Casper, I'm just here for the chicken wings.

Jeez!

There- there *are* no chicken wings.

Ha!!

Wow.

Moon Knight, put the blades away. We're all friends.

"There are no chicken wings," he says.

Uh, hey, Spider-Man.

Doctor Strange, master of the mystic late-night talk show appearance.

Better than a *real* job.

It's okay, Moon Knight.

Shang-Chi- other guy...

I remember you.

Sorry about that thing that time.

You should be.

Okay. So, uh, what's this about a surprise party for Fatty McEvilsteen?

Like I told you individually, we *all* want the Kingpin, we *all* have our reasons...

And we've been tripping over ourselves and each other to *get* at him.

And what do we have to *show* for it?

He has an army and a fortress- police and politicians in his pocket.

And yet we're *so* surprised we haven't been able to bring him down?

And by "*bring him down*," you mean...?

You *said* kill him.

Yesterday you said you're planning to *kill* him.

And, in a grown-up world like the one we live in, it may be our only...

First of all- it wouldn't *do* anything. Someone else will just be there to take his place.

Not necessarily.

Of *course* there will be.

And that was that for the Third Reich.

But it eventually came back in the form of a little thing called MTV.

Seriously, are you all comfortable with *killing* a man? With storming his tower and killing him?

Not necessarily.

They killed Hitler.

No.

Thank you.

But if one of *you* do, I would like to have the opportunity to throw Nerf balls at his fat head on a stick as it's paraded up and down midtown.

Guys, we're supposed to *represent* something.

We will.

Something *loftier.*

Grow up.

We tried that.

Look what it's gotten us.

I'm telling you now, I'm not going to defend the guy, but if you guys whack him--

(or whatever)

--I'll go right to Nick Fury and *tell* on you.

Yeah, that's right. I'll point fingers and make a stink.

If you want to *bring* him down, *scare* him out of town, or get the goods on him so the guy goes to fat jail forever- *that* I'm behind.

But I'm *not* going to allow *this.* It's not going to happen.

Allow?

And dude, if you *ever* just show up in my civilian life like that, you and I are going to go at it for *real.*

And I don't think you'll like the end of that chapter.

I don't fight kids.

You're not going to have a *choice,* if you don't listen to what I'm saying.

Well, *look* at you.

Look at *me.*

So, uh, other than *killing* Fisk, what's the plan?

Actually, I really liked Shang-Chi's idea.

He tried to infiltrate the organization by auditioning to be his new assassin-bodyguard.

He's been looking for weeks. He feels naked without one.

His fist. He calls it his fist.

"His fist."

He'll be looking for it now. I can't try again.

And he *knows* me.

I'm on too many talk shows and I- I can't *kill* anyone.

You don't have to- you just have to convince him you *did* and *can.*

Well, I have midterms and he's seen my face.

I could do it.

Create a new identity...

I could do *that.*

I could cast some enhancement spells, give you a little boost in appearance and power.

I like that.

You're perfect, really.

You get in there, you tip us off to where we can hurt him the most.

We'll break the back of his day-to-day operations, hit him where it hurts.

He'll get sloppy and paranoid.

"We'll break the back of his operations, hit him where it hurts.

"He'll get sloppy and paranoid. And then we'll give the info to the Feds and they can lower the boom."

His exact words.

Who will this Moon Knight be posing as?

I don't know. They're still working on it. I don't think this Moon Knight's a well man.

What is Daredevil's real name?

I don't know. Shang-Chi knows, but they haven't told me. I'll work on it.

And Spider-Man?

Is a kid. I think he might be thirteen. He's a real wise guy, too.

He's older than thirteen, but yes.

So that's it?

We got a deal?

Because I'm not going back to prison.

Not for them, not for you, not for anything.

Well, Danny Rand.

Iron Fist...

If this turns out to be true...

...you've certainly earned my friendship...

ULTIMATE SPIDER-MAN #108
"ULTIMATE KNIGHTS PART 3"

Mister Fisk, the man who is *"auditioning"* to be your--

Mister Rose, I know you are new to this level of my operation--

--but we do not discuss business in front of my wife.

Y-yes, sir.

This rule will not be broken again.

Y-yes, sir.

There's no need to fill her head with our ugliness.

She's an ill woman.

Explain it to me.

What's to explain?

He goes undercover.

As the Kingpin's hit man??

Putting him in prime position to take the Kingpin down.

Down down.

Permanently down.

And this was *Daredevil's* idea.

Actually, a man named *Shang-Chi* thought of it.

But it was *Daredevil* that came to Moon Knight with this idea of all the underworld vigilantes teaming up with a plan to take the Kingpin down *together.*

And *this* is the plan?

Daredevil is the gun, but our boy is the bullet.

And we have to create a *new* persona to do it?

He's done it before.

Exactly.

And this doesn't *concern* you?

We're taking the Kingpin down. This is what we've *always* wanted.

What's the problem?

Okay...
Our boy, our guy is a sick man. Right?
He suffers from multiple personality disorder.
To the point that none of this is real. None of *us* are real.
We're all part of *him*. Marc Spector, Steven Grant, me, Moon Knight...
We're all the same person!!
We're *all* him and now you want him, with his history of fragmented psychosis, to create *another* persona?
A-a killer. A hit man.
It doesn't *worry* you?
So we can take down the Kingpin.
What if, instead, this killer becomes the dominant personality?
You shouldn't be talking like this.
He can *hear* you.
He *is* me!!
And I'm telling you, this is *dangerous* for us.
You shouldn't be *talking* like this.
It's going to *kill* us all.
Stop it!!
The Kingpin!! Taking down the Kingpin!! Nothing else matters.
Nothing!!
Calm d--
Nothing!!
What's the killer's name going to be??

What's your name, killer?

Ronin.

And what do you *do*, Ronin?

Whatever needs to be done.

Uh-huh.

Well...

Prove yourself.

CRACK

BAM

FAK

Gah!

BAM

SPLACK

ARGH!

Excuse me.

BAM

That's not what I had in mind.

Sorry.

How did Mr. Ronin here check out?

It's all here. Marc Spector- ex-Navy Seal.

Gulf War Super Soldier experiment gone wrong.

He worked for Roxxon under the name *Paladin* 'til Roxxon fell apart. He checked.

Was Roxxon as big of an idiot as he seemed?

I don't get paid to gossip. I don't get paid to talk.

I get paid to act.

Good answer.

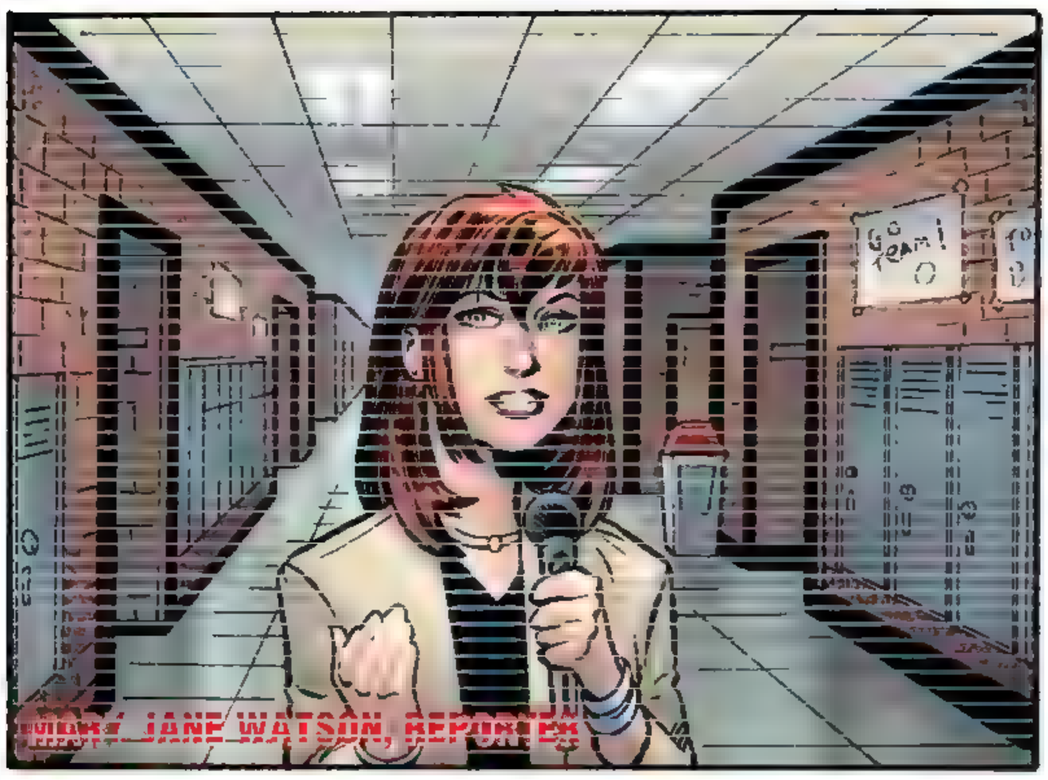
So... prove it *how?*

Spider-Man.

Wreck his life and bring him here.

You got an address?

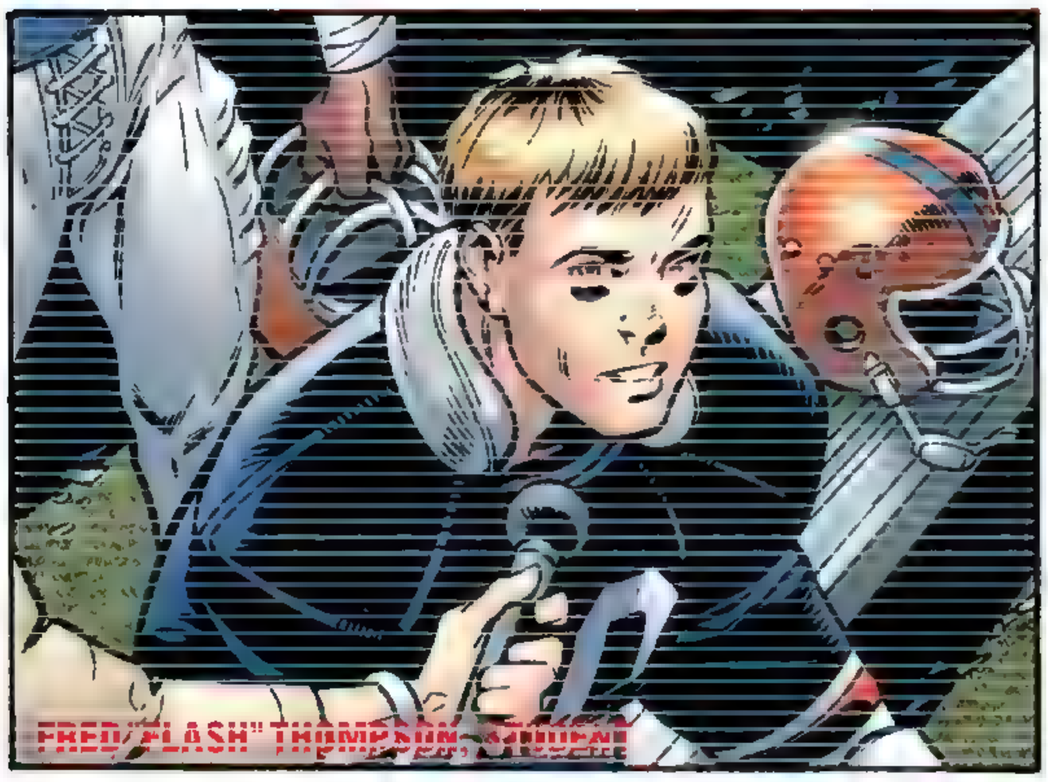
Like I said, prove yourself.



Spider-Man.

Every day the name echoes through the halls of Midtown High School.

The theory that this controversial costumed figure ***may*** either go to school here, or is on ***faculty,*** does not go away.



I'm kinda sick of ***talking*** about it.

I mean, I'm just happy to be alive.

They did this poll thing on the Internet... half the world thinks I'm Spider-Man, anyhow.

I might as well be.

I asked Principal Siuntres ***his*** feelings on the growing Spider-Man controversy.

I don't ***know*** if Spider-Man is one of the students, but we're pretty ***sure*** that he is not one of the faculty.

Just two weeks ago, in this very alley...

Fred Thompson, a sophomore here at Midtown High School, was kidnapped by mystery assailants who mistakenly took him for Spider-Man.

But you still claim that you're not...

Duh. If I ***was*** Spider-Man, why the hell would I be sitting in school all day?

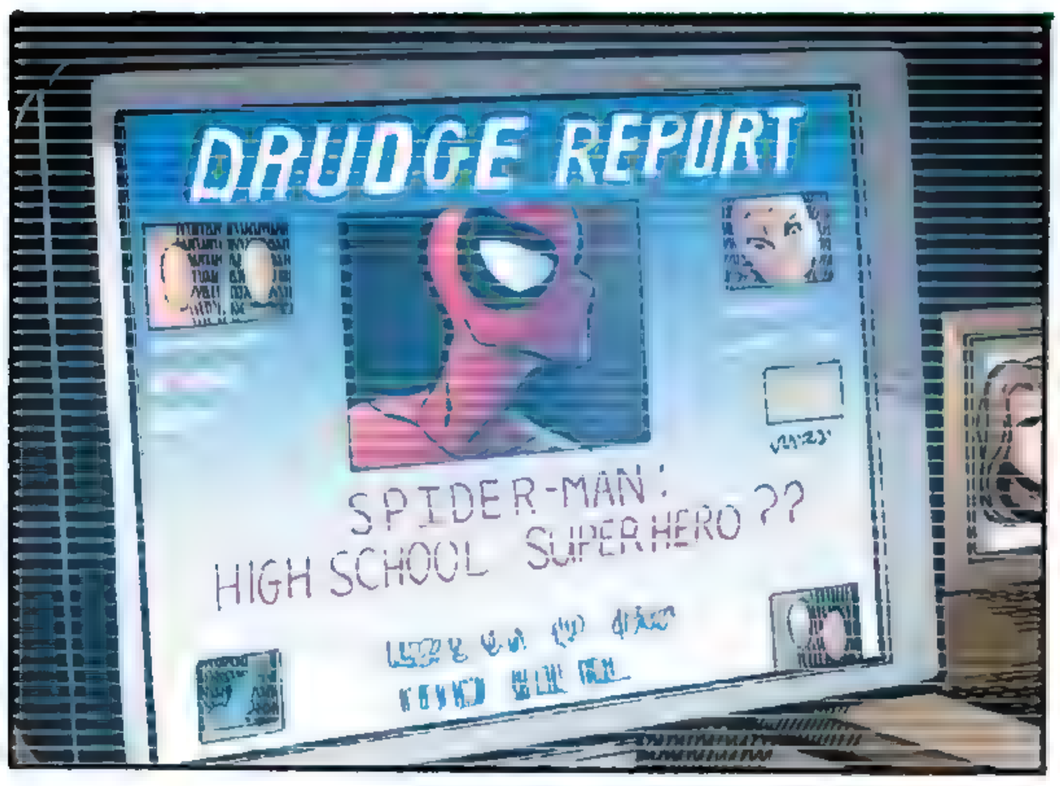
We have done a ***thorough*** investigation of all ***faculty*** members and school employees...

And ***no one*** who works ***here*** matches his physical type.

The problem is- really, it doesn't ***matter*** if Spider-Man goes here or not, and I'll tell you why...

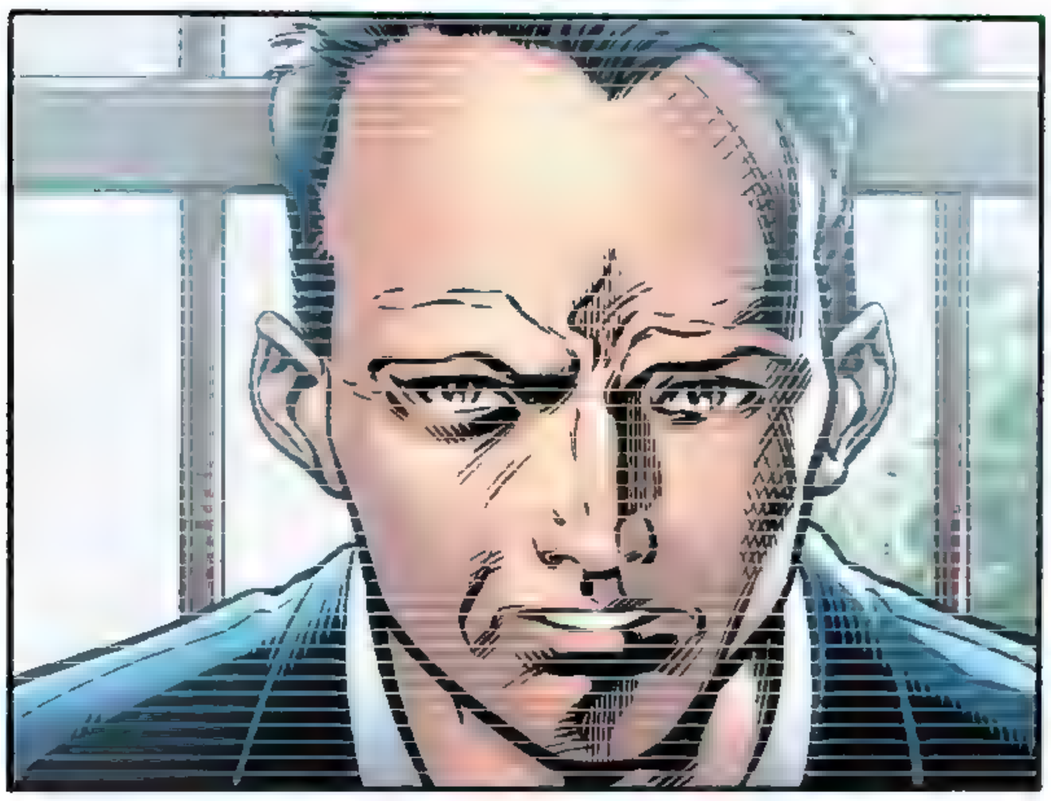
So far most of the damage to this institution has come from the local and national media who keep ***reporting*** this story based on nothing but rumors!

They reported it with no facts.



And they'll keep ***doing*** it until someone gets ***hurt!!***

And ***then*** they'll report ***that*** and pretend like they didn't have anything to ***do*** with it.



So if Spider-Man ***does*** go to this school and he is ***watching*** this...

...keep doing what you're doing.

The world desperately needs good people. And I'd be proud to hear that our school helped produce someone like you.

But I can't have chaos in my halls and I can't have children put in harm's way.

Keep it off school grounds.

Flash Thompson was abducted by people who ***thought*** Spider-Man goes to school here.

It doesn't make it a ***fact.***

A fact is when we catch him in the hall and ***unmask*** him.

Right now it's a ***rumor.***

But there they are- they camp out in our parking lot, they distract and harass our students...

I worry about the students and families of this school ***every day*** and we take this Spider-Man situation very seriously.

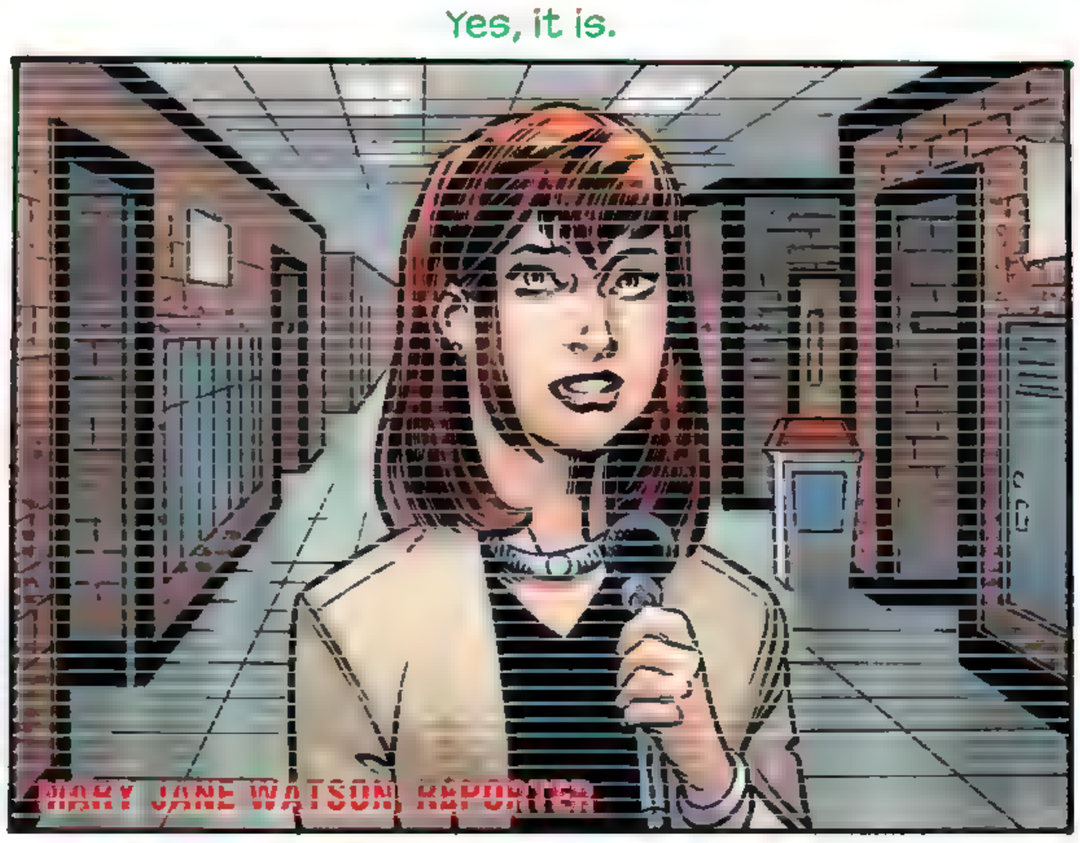
It cost my predecessor his job.

But the truth is, I'd be proud to know Spider-Man went to school here.

He once saved my mother from an out-of-control bus.

Is that ***true?***

Yes, it is.



For the Midtown High School News Channel Project...

This is Mary Jane Watson reporting.

Who helped you with this report, Mary...?
Mary Jane Watson.
Uh... no one.
No one helped you?
Like who?
You made it yourself?
I edited it here.
She did.
How old are you?
Sixteen in a month.
Fifteen?! You did *that* and you're fifteen?
Uh--
Be calm, Ms. Jones.
Welcome to the Student News Network, Mary Jane Watson.

Ben Urich!!

In your face!!

You totally *used* me to get an extracurricular activity to pad your college transcript.

Excuse me, Mr. Parker, I've been kidnapped, genetically altered, shot at, chased, thrown off a bridge, *aaaall* because I'm dating Spider-Man.

I *think* I have this coming.

Wow, with the guilt.

Pretty good, huh?

I'm trying to build it into a defining characteristic.

Well, I thought your defining characteristic was your cute--

Uh, hi...?

Um, Kitty Pryde, this is--

Ugh!

I feel bad.

Me too, actually.

How many times is that going to happen a day?

Only two more years of high school.

Maybe she'll meet someone and then--

She should go back where she came from.

Liz.

She shouldn't *be* here! It's dangerous and it's *disgusting.*

She's a *mutant,* not a leper.

She should be with her *own kind.*

VROOOMMM

Liz! I really want you to stop talking like that in front of me.

I would *really* like you to stop talking like that *altogether* and I would really, *really* like you to stop *thinking* like that.

But barring *that,* can you *please* try to keep the mutantphobia to yourself, *please??*

VROOOMMM

I'm right.

Liz!!

Fine!!

Why *are* you so mutantphoby?

Um--

MIDTOWN HIGH SCHOOL

Oh my God!!

Dude!!

Guys, everyone get--

What are you doing?

BAM

BAM

BAM

SPIDER-MAN!!??

I'D LIKE A WORD!!

Who is *that* supposed to be??

I have no idea!!

Please... please!!!

You're going too far!! This is too much!!

BAM

BAM

Wh-what do we do?

The kitchen! We can get out to the football field.

Spider-Man!! The boy with the costume!!

SPIDER-MAN!!

I guess I should thank you ahead of time.

I've desperately needed something to hit for about a week.

You'll do.

Spider-Man!!

I just want Spider-Man.

See? See what he'll do!!

He's just trying to lure Spider-Man out. We need him to gain the Kingpin's trust.

Yeah?

Guess the line forms behind me.

Just- just go home. Don't stop. Don't go back!! Just go home!!

Good luck trying to nab him, I don't think you're his type. Not that I know--

Don't--

BUDDA

BUDDA

Oh my God...

Nice.
Shooting at kids in a school.
You're lucky I'm a mutant.
SPOCK
Just F.Y.I., dumbo...
I can phase through solid objects. I can phase in and out.
You can't hurt me.
Oh, and a guy named *Wolverine* trained me.
FUMP
CRACK
You're toast.
FOOOSH
Agh!
KTANG
AGH!!
You see what is happening?? Innocent people are getting hurt!!
He's *taking over!!*
You have to *do* something!!

You have to *do* something!!

SPOCK

SPOCK

Please, don't do this...

I'm not *even* going to make with the funny on you...

SLAPP

IDIOT!!

CRACK

CRACK

There's kids here, you moron!!

SPACK

CRUNCH

Sincerely, I hope prison sucks.

THWAPP

FUMMPP

GO

Kitty??

Muurgghh...

SLICE

RRRAAGGH!!

RRRAAGGH!!

Dude, just lay down and--

PUT

Oh man, I *hate* when I'm the dart-board.

Why do I always get to be the dartboard??

PUT

PUT

CRACK

PANG

Agh!

CHANG

Let it happen!!

Nooo!!!

CHANG

Ggrr!!

Whhsss--

CHANG

CLUMP

CLUMP

WEEOOOWWEEOOOWWEEOOOWWEEOOOWWEEOOOWWEEOOOWWE

Y.P.D.

CLANG

THWIP

Where's Peter?

Oh my God...

Did we get confirmation from S.H.I.E.L.D.?

Are they coming or not??

Not until we have positive I.D. on whatever--

SWAT

Next?

ULTIMATE SPIDER-MAN #109
"ULTIMATE KNIGHTS PART 4"

Case dismissed!!

Well done, Mister Murdock. As always, it's like you can read the jury's mind.

Foggy, if I could read a jury's mind, I'd be--

Bedlam on a high school campus today...

Midtown High School was literally under siege--

--as a masked vigilante attacked the school, looking for Spider-Man.

Um... Could you excuse me?

Spider-Man--

Wake up, now...

Oh, Spider-Man...

Wakey wakey, li'l Spider-Man...

...rise and shine.

Oh... *there* you are.

I thought you might have a concussion...

But you are one tough little mutant-boy.

Are you a mutant? Everyone ***thinks*** you're a mutant.

I was going to fingerprint you and find out your real name and all your juicy secrets--

But my friends at the FBI told me top cop Nick Fury flagged you.

And I don't want ***Nick Fury*** up in my business, because...

That's just *bad* business.

At first I wondered, why *can't* I know your name?

You who always causes me so much tsuris.

Why are *you* under Nick Fury's protection?

And if you are, why aren't you on Fury's super-hero super-team?

Are you too young? Are you his kid?

But then I thought: It doesn't *matter* what your name is or where you live.

Or who or why or what...

All that matters is that *you*...are Spider-Man.

That's your real name *now.*

And yes-- your naive Spider-Boy agenda to fix the world--

--is *very* annoying!

DONK

And *very* immature!

DONK

And getting you *nowhere.*

But now I *know* where to find you, the next time you come around here.

I know exactly where you are, until you graduate high school.

So if you come after me ever again, I'll blow up that school of yours!

Oh, but you know what? You're a ***teenager.*** You'd probably ***like*** that.

Hmm, maybe I'll send some people up to Westchester County and firebomb that "Xavier School of Mutants."

Burn that little girlfriend of yours, what's her name??

Kitty Pryde.

Yes, I ***have*** Internet. I've ***seen*** the two of you *"canoodling."*

See, in the short time we've known each other, you've become famous.

You're *"famous"* famous.

And with that fame all sorts of little factoids and tidbits about you come leaking out.

So now I can ***get*** to you just as easy as you can get to me.

Try to hurt me and I ***can*** hurt you right back.

And this is before you do the ***inevitable*** idiotic move of telling the world who you ***really*** are.

And ***then*** I'll know who your mommy and daddy are.

I'll ***know*** where you live.

But- hold on- if I have you ***here***--

--***now***--

--tied up and helpless--

If I have ***you,*** and I have a gun--

I have my ***fists.***

Why don't I just kill you ***now??***

Hey, why don't I just kill you ***now*** and get it ***over*** with??

Well...

This is why.

This is a Spider-Man action figure.

Just had the prototypes made up.

Because *I* just found out that I own the merchandising rights to *your* likeness.

It's a long story, but a company I own bought a company that registered your likeness.

I *own* it. Worldwide.

See, if you were *smart, you* would have registered the likeness and trademark...but you *didn't.*

The movie made half a billion dollars and it looks like you have to give yourself your own haircuts.

And now I own you, and you're so damn cute and popular now that killing you- well, *that* would be bad business.

You're probably even *more* popular because you just saved a high school from this deadly assassin here.

And as your popularity grows, so does the *value* of your likeness.

So no matter how much of a pain in my butt you *think* you are to me--

No matter how much money you *think* you cost me...

It is *nothing* compared to how much I make from you just being you.

Posters, T-shirts, toys, videos, sticker books, coffee mugs, bowling balls...

Worldwide...

I own you.

I own you.

I own you.

So I want you to go back to your little gang of vigilante knights.

All of them.

And I want you to tell them to *cut it out.*

TOOM

Moon Knight. Right?

GKK!

HUURRGAA!!

HUURRGAA!!

FUMP

Nice one, boss!

FUMP

Your pal Matt Murdock, a.k.a. Daredevil, works for me!!

Muurr!

He always has!!

He's my lawyer!!

Muurr!!!

It's public knowledge!!

I sent him to screw with you idiots so I could prove to you you're playing a game whose rules I invented.

Now!!

CRACK

Tell the rest of your idiot-costume friends to find another after-hours hobby!!

Or they'll end up just like this Moon Knight!!

Tell them I'm *about* to get annoyed.

KICK

You tell them to find another hobby other than me and mine.

And if you don't? Well...

Nn!!

Argh!!

KLUMP

The nostalgia market *is* big.

So after I *do* kill you, there will be an *initial* surge in merchandising profit.

AGGHH!!

But about 88 percent of the time it softens to nothing.

You're *hardly* Jimi Hendrix.

So I'd *rather* keep you around, but if I *have* to--

AGH!!

Oh, hey...

Any fat jokes you want to toss my way before we're done?

That's what I thought.

You do whatever you have to, to keep your costume-friends under control and you keep yourself out of my sight.

But you keep on being Spider-Man.

Don't let this knock the wind out of your sails.

You keep saving old ladies from muggers and every once in a while you stop my old golfing buddy, Norman Osborn, from destroying the city.

No, no.

You're not getting out of it that easy.

And don't you even *think* about *not* being Spider-Man anymore.

You stop being Spider-Man and, well, I'll just hire someone to be Spider-Man *for* me.

See, I own the rights...

Understood?

SPOK

DEEP DOOP DOP

RIIINNG

Doctor Strange's residence.

Wong speaking.

Wong, I need to speak to the doctor.

The Doctor is meditating.

I'm sorry, the Doctor is meditating.

It's important.

This is--

(oh brother)

--this is *Daredevil*. It's important.

Excuse me, Doctor, there's a call.

Can't you see I'm *meditating?*

Yes, sir.

It's important.

Man, I am *very* uncomfortable with this.

Fine.

But I think that Spider-Man kid is in *trouble* and I think we *put* him in trouble with this plan of ours.

Of *ours??* This was yours.

Well, as annoying as that kid *is*, his heart's in the right place and--

I just- this is the Kingpin's place. This is breaking and entering.

I'm sort of famous. I can't be seen *doing* stuff like this.

Then leave.

Then go back to your talk shows and let #@$% like this tear a hole in the city and torture and kill a teenage boy.

You told me you wanted to help. *You* told me you wanted to make a diff--

Okay, okay!! What do you want me to do??

Can you cast a spell that--

"Cast a spell."

Or whatever you call what it is that you do.

Can you do it so it lets us know what happened here and where they went?

Where who went?

There's a faint smell residue of Spider-Man *and* Kingpin...

...and a little Moon Knight.

(I can barely make it out.)

I don't smell *anything.*

They were here.

There was a wet body on *this* desk. On these papers.

And it's water they use in industrial fire detection sprinkler-systems and these sprinklers haven't been on.

How do you know *that?*

There's a chemical they use in industrial sprinklers that is slightly- it doesn't *matter.*

Moon Knight brought him up here and they took him away.

I need to know where they took him.

Hold on.

Okay.

How long ago do you think this was?

I don't- I don't know.

But you know what sprinkler water smells like.

I don't know.

Okay, hold on...

Furtanato distretnatoto.

What's happening?

Shh!

Firstrala natalaso.

There!
There what?
See? He *was* here.
He--
You're right. He was lying on his desk. See?
I- no.
No.
You can't *see* this?
Why not?
You can smell sprinkler water but can't see?
What do *you* see?
Kingpin, Spider-Man, a masked man.
That's Moon Knight.
Oh, okay, that's his *new* identity.
Looks like he really clobbered the hell out of Spider-Man.
Damn it.
I don't know. It's an odd move.
To come all this way on his own, only to turn on us when there's a plan involved...
Maybe he thought he could go it alone from here.
Okay. They're moving him.
Where?
Follow me.
I thought he was supposed to *tell us* when he was going to do anything.
Get *us* involved so we could make a plan.
He was *supposed* to.
Do you think he *turned* on us?

Where is everyone?

Where are the secretaries and office people?

This is Wilson's floor.

There's no one up here, so no one can overhear anything that might get them whacked for overhearing.

Wow, you really know your Kingpin.

Been working on it for a long time.

How long?

Long time.

Do we take the elevator?

Kind of.

BING

Come on...

Careful.

There's no one down here.

How do you know?

I can hear.

Ugh.

What?

My cloak is filthy.

What?

This was my father's.

Where?

There.

Are they in there now?
I can't tell.
I thought--
It's reinforced. I can't tell.
Can *you* whip something up so we can see what's behind the door?
No.
Nothing?
You really don't understand what it is that I do.
No.
Can you or can't you?
No. I can't!
I could mystically transport inside, but I don't know what's behind there and I could accidentally transport inside a wall or- or a person.
I *could* enter the astral plane but I need twenty minutes of meditation to--
Okay okay!!
Guess we'll have to open it.
Guess so.
Are you--?
Get ready.

What is it? What do you see?

The Kingpin knew it was Moon Knight. He beat him pretty bad.

HOW did he--?

Spider-Man sold him out.

No. The kid wouldn't *do* that.

He's just a kid. The Kingpin had him.

No. He wouldn't.

Where does the trail lead?

It stops here. They got in a car and left. I can't follow it.

But they left the kid.

(That's so odd.)

Let's get the rest of the group together and make a plan.

I'll go to Queens, see if I can find the kid.

Okay.

We need to find Spider-Man.

Do you know where he lives?

No, Shang-Chi, I do not.

How'd you find him *last* time?

He's not there now.

If they killed him...

It's our fault. Yes, that's what I am saying.

Wait- *what?*

How is it *our* fault? We didn't do anything. Kingpin is the bad guy.

I'm Catholic.

I feel guilty.

I just don't understand this Moon Knight guy--

Well, he does dress up as the *moon!*

Let's not all be *so* surprised he isn't all that stable.

And let's not start holding up *that* mirror, shall we?

"Iron Fist."

What we need to do now is--

THWACK

You piece of--!!

Oh!!

SPACK

Whoah!!

How do you *sleep* at night!?

Okay- you, kid, are a--

SPACK

You just--

CRACK

Seriously!!

How *could* you??

What is wrong with you??
There's nothing wrong with him off a subway platform wouldn't fix!
Kid, you better--
How could you??
How could you go so out of your way to be such a piece of garbage??
I'm sorry this happened. It wasn't what I meant to happen.
Sorry it HAPPENED??!
Sorry what happened? That I lived??
How do you sleep at night??
Listen, okay? I had no idea Moon Knight was that much of a renegade!
I had pretty good information on him, and I thought he'd--
I don't care about him!!
Whoah!!
Put him down!!
How could you sell your soul to that disgusting piece of crap, Fisk??
How much did he pay you to screw with us and then sell us out??
I really want to know. How much does it cost to completely lose all sense of self-worth and--??
What?
What are you talking about?
Please!!
I'm going to find out who it is I need to report you to.
I'm going to Nick Fury!! I'm going to- to someone!!
And I'm going to have you locked away!!
"Attorney-at-law!"
What are you talking about??
What are you talking about?
He sold us out, man!!
THIS WHOLE THING IS A JOKE!!
It's "costumed suckers on ice" and it's all for Fisk's fun and games.
I didn't.
He knows all about us!!!
He knows you put us together. He was all over it.
And he told me to tell the rest of you guys to stop it or he's coming after you all next!!
Me? No.
I get a pass because he owns my copyright!!
But the rest of you are dead, except for you, who is his lawyer, Matt Murdock.
Stop it!!
He knows- he knows who I am?
He told you my name is Matt Murdock or you told him??
Stop it!! Stop it!!
This is important!! Did he tell you my name or--??

FABLE

Whoah!!

What was that?!!

My law office.

What?

Let's go!!

There's no one there.

It's closed for the night. Everyone went home.

Let it burn.

But--

The fire department is on its way.

I'm not going to run around my office screaming at the wind.

Because that's *exactly* what he wants me to do.

He killed my father.

I don't know if you can relate to this at all but--

--but this man- in his rise to power- killed my father because he wouldn't throw a boxing match.

He *killed* my father.

I brought you here to help us climb a mountain that we as individuals cannot climb.

I want, before I die, to have done one thing...

To bring him to *justice.*

Because that is the *only* revenge that will *mean* anything.

He doesn't *believe* in justice *or* the law.

He doesn't believe he can be punished.

He believes he is *allowed* to do what he is doing.

And as much as I want to wrap my hands around his throat and watch him die...

It won't *mean* anything.

I want him in a court of law...

To hear a jury of right-minded people...

...tell him he's evil and then put him away.

So, no, kid...I did not sell you out.

He told you- I *think* he told you that so you'd come over here and sock me in the face.

Another little win for him.

Well, he knows who you are and he knows what you've done.

So somebody told him something.

Moon Knight did.

Well, I don't think he and the Kingpin were in cahoots, as he spent the better part of my homework time beating the guy in front of me.

Doesn't mean he didn't betray *us.*

Trust me, me and that Moon Tard are going to have some words, but I don't think he did it.

What?

Did you tell him how my powers work?

What?

Fisk. Did you- oh, that's right...

You don't *know* how my powers work.

You don't know I can hear your heartbeat and feel your body temperatures fluctuate.

You can?

I'm a human lie detector, Danny Rand.

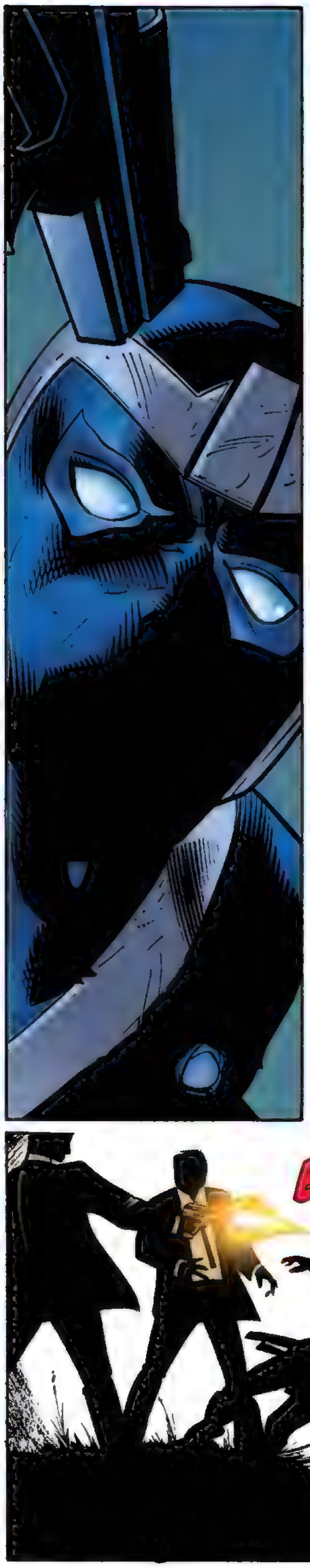
What did you tell the Kingpin...

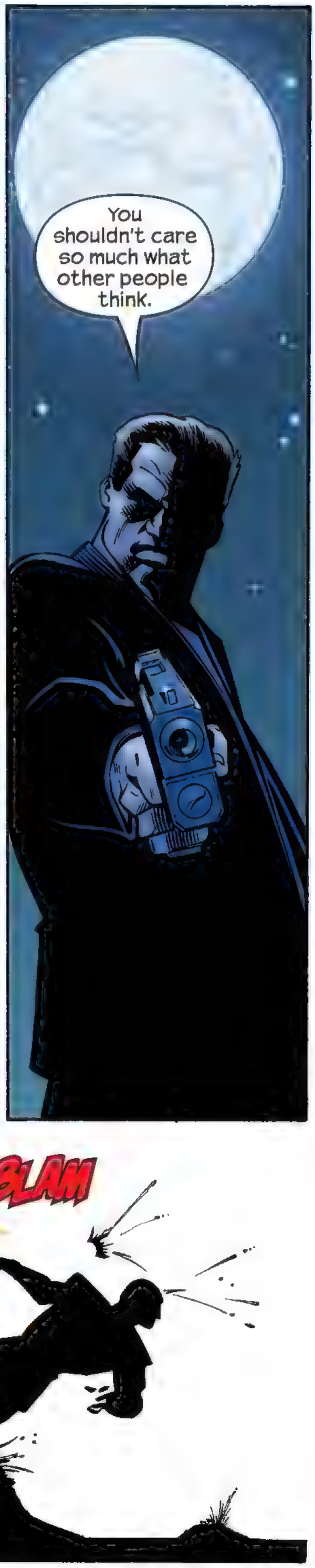
EXACTLY??

ULTIMATE SPIDER-MAN #110
"ULTIMATE KNIGHTS CONCLUSION"

Time's up, freak.
This really Moon Knight?
Yeah. Big whoop.
It's my first super-hero pop.
Big whoop.
It *is* a big whoop.
Mmmhhhff!!

It ain't exactly *Captain America.*
True.
But *still.*
The rep points on this has gotta be *huge.*




You shouldn't care so much what other people think.

BLAM

Just *leave* him there?

Kingpin wants him in the costume, in the river.

It sends a message.

To *who?*

To the other guys in the costumes.

What's the message?

Find another line of work.

It's *my* fault, Fisk.

I should have known you would push them too far.

You can't *help* yourself.

What happened?

What *happened?* You turned your *cards* over!!

You let them know you had a man on the inside.

What did they do?

What did they *do??*

You blew up Matt Murdock's law office right in *front* of him.

There's only *five* of us in the group.

And it wasn't Moon Knight and it wasn't Spider-Man.

How *hard* do you think it was going to be to figure out who sold him out??

"How exactly did he know it was you?"

I have senses!!

I can hear your heartbeat!! I can smell your sweat!!

I am a human lie detector *and you are lying!!*

You're wrong, Daredevil!! I'm telling you, you're so wrong!!!

Shang-Chi, you don't know *what* you're--

I've known him for *years.*

Dude, just everyone *calm down* and--

Agh!

Don't!!

Shang-Chi, I'm telling you, he turned on us and I can--

SPACK

Agh!

ARGH!!

Everyone needs to calm down! Okay? I mean, come on...

Danny, why does he think you could *possibly...?*

Danny?

I brought you to this.

I have a daughter.

Since when?

I have a kid with a girl named Colleen.

Kingpin found out. Had some goons visit her day care.

They pinned a note on her for me to come see him.

How would Kingpin know you had a kid when I didn't?

He has extensive files...on *all* of us.

He's digging. He's out to get us as much as we were out to get him.

And now he's *gotten* to us.

Through *you.*

Through me.

So, yes, I went to him.

But I *was* going to kill him. I was.

I imagined it in my head. I- I was so *sure* I could do it.

But- but I couldn't...

My kid. Jail. I couldn't go to jail again.

I couldn't be someone's father and in jail.

I couldn't risk the life of my child. He had me.

You told him my name!!

Yeah.

I picked the life of my daughter over yours.

And you told him our plan. And you told him about Moon Knight. And you had Moon Knight *killed!!*

We don't know he's dead.

Did you tell him *my* name?

I don't *know* your name.

You *didn't* tell him my name.

I don't *know* it. But I'll tell you- he wants *you* worst of all.

Shang, my daughter!

Shang!!

So kill me. Beat me up.

I won't stop you.

I won't stop you.

He didn't kill you??

I would have killed you.

No.

He- he gave me another chance.

Yeah?

He wanted me to come here...

And distract you.

Daredevil said--

"He said you took something from him. You took his home.

"He- he said he was going to take away yours."

What are you going to do?

What?

Is- is he going to blow up the building?

TUM TUM TUM

Follow him!!

BACK HIM UP!!

FOOM FOOM FOOM

We're dead?

We're not dead.

If we were dead, we'd be dead.

We're in his head. We would not be here talking if we were dead.

We were shot in the head.

I'm not saying we're in good shape.

I'm saying we're not dead.

Get up!!

Stop it.

Get up!!

Move!

Oh my God!!

GET UP!!

GAAAGGHH!!

Coff!!

Cofff!!

AAAGGHH!!

Guh!!

I guh!

I know all about your wife. Her mystery coma.

I have a theory about it, too.

Could it *be* that she realized what a *horror* you are...

...and her brain just... shut down?!!

Stop.

Or what? You *ruin* me?

You pushed me to this.

You!!

I could snap her neck. I could do it before you even get halfway to me.

I believe you.

Finally.

You're finally scared.

So let's figure out what we're going to do here.

I *have* to kill you now.

You *know* who I am.

I *have* to *kill* you.

You don't.

Kid, I told you to go home!!

I don't *ever* do what you tell me to- why start now?

Kid!

I can't let you do this, man.

This is it. Can't you *see* that? *This* is it!

I know this feeling. You've got nothing to lose. You *think* you have nothing to lose.

But I'm telling you, *everything* you've done 'til now, it doesn't matter.

This is when you find out if you *really* are who you think you are.

And, hey, let me tell you, you're mean and you *are* crazy, but you're not *this* guy.

He's going to kill my friends and family!!

And you're not him.

And that is a sick, helpless woman.

A sick, helpless woman who married *him*, so how much of an angel do you think *she* really is??!!

A guy killed my uncle.

A guy killed him right in my own home.

And I went after him. I went to kill him.

And I *could* have. I *had* him.

And- and no one would have *ever* known. Just me.

But I didn't.

I didn't do it.

And for all the stupid stuff I've done and said... I know who I am, because at *that* moment, right then, I did the right thing.

I'm a big *fan* of yours. You *know* that.

And I *hate* this fat tub of fatty with every fiber of my being...

And I am telling you... if you do this, it's over.

You can't take it back.

It's the only thing he'll understand.

Please...

It was just business.

Don't- don't make it personal.

Boy, you really don't know when to not talk.

What do you want?

Tell me what you want.

Give yourself up.

He won't do that.

No, you're right.

Without evidence, without witnesses to a crime, it would be an empty gesture.

You leave the country.

Tonight.

For good.

Get in your chopper and take your blood money and you *never* come back.

Just like you did the last time your world came crashing down.

Yeah.

You leave!!

Take her and you leave.

You leave.

And you know what?

If you *don't*, and if anything happens to *him*...

I sic Nick Fury on you.

And you *know* I can.

You can?

I *absolutely* can.

And *he* knows it.

Listen to me, Captain, I say we go down there and we--

And what? Arrest the Fantastic Four?

Yes!!

Oh my God!!

Whoa, Nelly!!

He's unarmed!!

You jumpy #$%#ers!

My name is- is Marc Spector.

And Steven Grant.

And... Moon Knight.

The Kingpin??

The Kingpin- Wilson Fisk beat me and- and had me shot.

Wilson Fisk.

Wilson Fisk tried to kill me tonight.

I just don't understand- you're surrendering? You're leaving town?

Then who's going to--

I'm getting my Vanessa out of this country, like I should have done a year ago!

And while I'm gone you'll have Murdock *killed!*

In his sleep, on the courthouse steps...I don't *care!!*

I want that Doctor "Strange's" hands broken.

And I want you to *blow* up that high school Spider-Man goes to and I want you to *blow it up* while class is in session.

I-I-I know you're mad...but a school full of children?

While class is in session.

You hire the *best* guys out there.

I want the *pros.* I want this done with *precision.*

I- I understand.

They came into my *home!!* They touched my *wife!!*

I understand.

#$%@!!

What's that?

Wilson Fisk!!
Yes?
You're under arrest!!
For what?
Attempted murder!!
That is--
Who did I murder??
Steven Grant, a.k.a. Marc Spector.
I don't know who that is!!
MOON KNIGHT!!
What?? You have- I don't know who that is.
Wait, he's still alive!!??
Well, he knows who *you* are!!
You're under arrest!!

KINGPIN BUSTED

WALK OF SHAME

DONE!

...SON FISK, THE SO-CALLE... MSNBC

AMATEUR FOOTAGE

NYPD PRESS CONFERENCE

KINGPIN IS DONE!

Following a police lineup where Wilson Fisk was properly identified by Steven Grant as the man who severely beat him and ordered his execution--

The "Kingpin of New York" was arrested on numerous counts, including attempted murder, battery, assault, extortion, and racketeering.

Never in the history of this city has a costumed hero come **forward** like this, and given up **his** secret identity in the cause of justice.

As of right now, Fisk is in jail.

Bail has been denied, as Fisk was arrested trying to charter a private plane out of the country.

This isn't the first time serious allegations have been **made** against Wilson Fisk and his rumored crime cartel that has allegedly held a stranglehold on the city.

Of course this is **all** speculation and hearsay, but what we **do** know tonight is that Wilson Fisk **has** been arrested and charged, and **is** in jail.

We are still trying to find out exactly **who** this Moon Knight is and we **will** report to you the mysterious events that led up to this landmark arrest.

But for now we know that a hero has stepped forward...

...and a criminal has been brought to justice.

LAR GEN

SPIDERMAN

YOUR SPIDERMAN SUPER ST

ULTIMATE SPIDER-MAN #111
"THE TALK"

Ta-daa!!
Well!!
There it is, Aunt May.
A brand-spankin' new Parker home, in the lovely (and completely underrated) Forest Hills, Queens.
That is so odd.
What?
They fixed *everything*. They fixed the broken shutter.
Was it broken?
You were supposed to fix it.
With *what?*
They must really like you.
If they liked me, they wouldn't have helped trash our house to begin with.
And who are "they," exactly??
Oh, uh... S.H.I.E.L.D...Supreme Head of something...I have no idea what it stands for. *But--*
Oh my God, this is a *terrible* color.
Holy crap, they packed the place full of food.
Language.
Sorry.
So, we should talk.
Yeah... I guess.
Sit.

This isn't *too* awkward.

I was hoping it would just come naturally but it's just hanging there.

Over our heads.

Yeah.

So... you're Spider-Man.

Yep.

A spider bit you and gave you spider-powers.

Yeah. Well...

It was a genetically *altered* spider.

I thought maybe I didn't hear you right, in all of the chaos of the night.

Oh, you-yeah...

You *heard* me.

Spider-powers from a spider--

Oh! The spider that bit you on that field trip.

When we had to go to the hospital.

Yes.

And they couldn't figure *this* out at the hospital??

Norman Osborn made some wacky drug and put it in a spider.
The spider bit me.
Norman Osborn.
Yes.
It's always something with Norman Osborn.
Yes.
That snake.
Yes. Well...
Then he tried to do it to *himself* and he turned into this green goblin-y thing.
Then he turned Harry into this orange goblin-y thing.
Oh my God!
And *that's* why he's been in our lives??
Yes!
That you should have told me.
By the time I knew what was going on, he was taken away. It was all over.
Poor Harry, though, huh?
I really miss him.
Did you have a fight with him?
Yeah. Both of them. I hated it.
But, Norman, he's kind of *obsessed* with me.
And you *"fight,"* fight?
You beat people up!?
Only...bad people.
But still.
The violence...
There's bad people out there.
I wish there weren't, but there are.
You know, you *have* to finish high school.
I know.
You *have* to!
It's *so* important.
I know.
After that, you'll be an adult, and then it's up to you whether you--
Aunt May. I'm going to high school. I never miss a day.
(Almost.)
I'm going to go to college and I'm going to be a genetic and chemical engineer and I'm probably going to get a doctorate in both fields.
All the while being Spider-Man.
I kind of *have* to.
Why?
Why do you *have* to??
Because with great power, there must also come great responsibility.
Ben.
Ben used to say that.

I know.

He said it to me.

(Just before he died, actually.)

Aunt May...

It's- it's my fault Uncle Ben died.

The guy who killed him--

I saw the same guy *that night*, robbing- and I *didn't* stop him.

He- he was right there.

But I let him go.

The next thing he does is kill Uncle Ben.

He shot him.

And- and I didn't stop him.

I - I could have stopped him.

So easily.

I could have.

And that's why you're Spider-Man? Because--

Because with great power--

Because you think it's your fault Uncle Ben was shot and killed?

I could have *stopped* him.

A man kills Uncle Ben. *He* pulled the trigger. Not you. Not me. One person. *That* man.

No! No, you don't understand. I just- he was right there--

Sweetie, I've been in therapy about *this* all year.

I blamed myself for it, too. *I* wanted to buy that house. Your uncle did not.

If we weren't *in* that house, if we bought the one Ben wanted, he'd probably still be here.

But that's not what happened and it's not true.

I know. I know. I know.

I- I just can't help how I feel!!

And- and I do what I do because I have to.

But Uncle Ben - I know - I *think* he would love it.

He would.

He would, right?

He would.

Okay, okay, okay...

How do you find these people you beat up?

(Which I don't approve of, by the way.)

Where did that costume come from?

How do you shoot *web things*?

Originally, I got the costume so I could try and make some money on the pro-wrestling circuit.

What?!!

I know.

It- it sounded like a good idea at the time.

I *like* the costume. You can't tell who I am.

You can't tell anything about me. I can wear it under my clothes.

And you made it?

MJ made the one I wear now.

She *does* know.

I told her.

Her you told?

Not a diss on you.

And she's *okay* with it?

Is she *okay* with it?

How does she handle it?

We break up, we get back together.

Norman Osborn threw her off a bridge.

What?

And that's why I didn't want to tell *you!*

It puts you in *danger.* It makes you an accomplice.

I didn't want to make the same mistake I made with *her,* with *you.*

And when I finally *did* tell you...you *keeled over!!*

I keeled over because your father and Gwen Stacy came back from the *dead* and people were *shooting* at the house.

Well... true.

But still.

(By the way, those weren't really them.)

This conversation...

UGH!!!!

I'm- I'm nervous.

Maybe we should stop for a while and let you--

No, no, I'm just excited. This. I have to tell you. This is such a *relief.* It's like the world's gone to- to full color.

Now I *see* everything. Now I see how everything is connected.

Sure.

You don't know this but I- I was kind of obsessed with why this Spider-Man was so close to my life.

Why was Spider-Man always in this neighborhood?

Why was Spider-Man there when Ben died?

Why is he at your school??

And now I see it's no mystery, it's just how unbelievably *careless* you are.

It's not *careless.*

It's just, crazy stuff happens all the time.

People come to your school looking for Spider-Man.

I know.

Someone's going to get hurt.

Not if I can help it.

How do you do this??

Tell me how you go from little Peter Parker to this Spider-Man.

How do you know when to be Spider-Man?

PETER PARKER:
Well, um, well... I can tell you what happened today.

AUNT MAY:
Today?! You were being Spider-Man ***today,*** before you came and got me from the hospital??

PETER PARKER:
Well...yeah.

AUNT MAY:
I thought you were ***working!***

PETER PARKER:
I was. I was at the *Daily Bugle.*

AUNT MAY:
You ***do*** work there.

PETER PARKER:
You've ***seen*** my paycheck. I ***do*** work there and it's a great job. I ***love*** it there.

There's always something really intense going on.

And- and- and smart people arguing about morals and ethics and integrity that most of them feel they have to ***not*** live by, or the paper will fold.

I love it there. I'm serious. If it wasn't for science, I so could see myself being a journalist.

AUNT MAY:
Maybe you ***will*** be one.

PETER PARKER:
Maybe. But the ***other*** thing I love about that place is that it's this ***hub*** of information for me.

Anything going on in the city...***anything.*** And the paper knows about it in two seconds.

A bank robbery, a monster tearing up Times Square, vampires...

AUNT MAY:
Vampires??

PETER PARKER:
What***ever*** is going on, I know all about it.

And the place is so huge that I can sneak out and try to do something to help without anyone really ever noticing I'm gone.

Most of the time I get there before the cops.

And a lot of the time ***I'm*** in and out of there before the reporter who got assigned the story can even physically ***get*** across town to get to it.

PETER PARKER:
Today's adventure was about someone flipping out in an industrial complex, and there were hostages and all kinds of bedlam of some sort.

But what caught my ear about this was it was happening at ***Roxxon Industries.***

AUNT MAY:
What's Roxxon Industries?

PETER PARKER:
Exactly! They're a pharmacological-industrial-conglomerate-complex, and every fourth time I've had to put my costume on in the last five months, it's been about ***them.***

Either someone's trying to ***assassinate*** the guy who owns Roxxon, or a big, flying birdman is trying to ***blow up*** Roxxon, or some silver lady gets hired by Roxxon to find me.

It's all this ***Roxxon*** stuff.

And I don't know why!!

I don't know what's going on or who exactly is involved, all I know is that this Roxxon company is always at the center of shenanigans!

AUNT MAY:
What do you think it is??

PETER PARKER:
I think that the rich people who own Roxxon are up to shenanigans and getting away with it because everyone is so focused on Norman Osborn and Otto Octavius that no one is paying attention to Roxxon.

Or Roxxon paid a bunch of people to look the other way.

Or that Roxxon is in cahoots with our government and getting a free pass.

But what matters is they're up to shenanigans and people are getting hurt.

By the time I got across town, it was already bedlam there, chaos...

Cops, fire trucks, people screaming. The media was blocks away...

I didn't know what I was diving into, but I knew there were people in there and...

PETER PARKER:
Honestly, I didn't know ***what*** I was looking at.

AUNT MAY:
What happened?

PETER PARKER:
Well, first the place was just trashed. People were screaming.

And in the middle of this gorgeous, high-tech laboratory, that was ***so*** trashed it hurt my young scientist heart, was this guy who was made out of- of ***floating black-and-white.***

AUNT MAY:
I don't understand.

PETER PARKER:
I don't know how else to describe it. There were these floating ***spots*** of black all over his body.

And- and his body seemed- I don't think he was wearing clothes.

All white, chalk-white, with black spots cascading and moving over him and into each other like a human-lava-lamp kind of thing.

It was freaky. He was a man made up of spots.

AUNT MAY:
So you just ***hit*** him.

PETER PARKER:
Well, no, first I tried asking him what was up, but my spider-sense went off.

AUNT MAY:
Spider-sense??

PETER PARKER:
Oh yeah. I have a ***sense.*** A- a buzzing- it warns me there's danger.

It helps me dive out of harm's way.

And it ***went off,*** which meant *"game on."* So I tried to put a stop to it before it all went crazi***er.***

AUNT MAY:
And--

PETER PARKER:
And that's when things got crazier.

PETER PARKER:
These spots.

These black spots.

He controlled them and they seemed to be maybe little black holes, or little doors of antimatter, or little--

I don't know- he could toss black spots onto things and push objects and himself through them.

AUNT MAY:
I- I can't even fathom what you're talking about--

PETER PARKER:
I know. I know. That's my point.

You'd need to be a genius doctor of particle physics to even know the terms that describe what was ***happening*** and how they ***defied*** all of those terms and laws.

AUNT MAY:
Black spots?

PETER PARKER:
I'm standing ***here*** and- and he's standing all the way ***over there*** and I'm trying to find out what is happening and all of a sudden I'm being punched in the back of the head...by ***him!***

AUNT MAY:
What?

PETER PARKER:
Yes, by the same guy, he's over there, and he's punching me like he's standing right behind me.

I was getting ***vertigo*** from it.

Like, the brain's not used to ***seeing*** things like this.

It doesn't know how to register it.

AUNT MAY:
But your spider-sense...

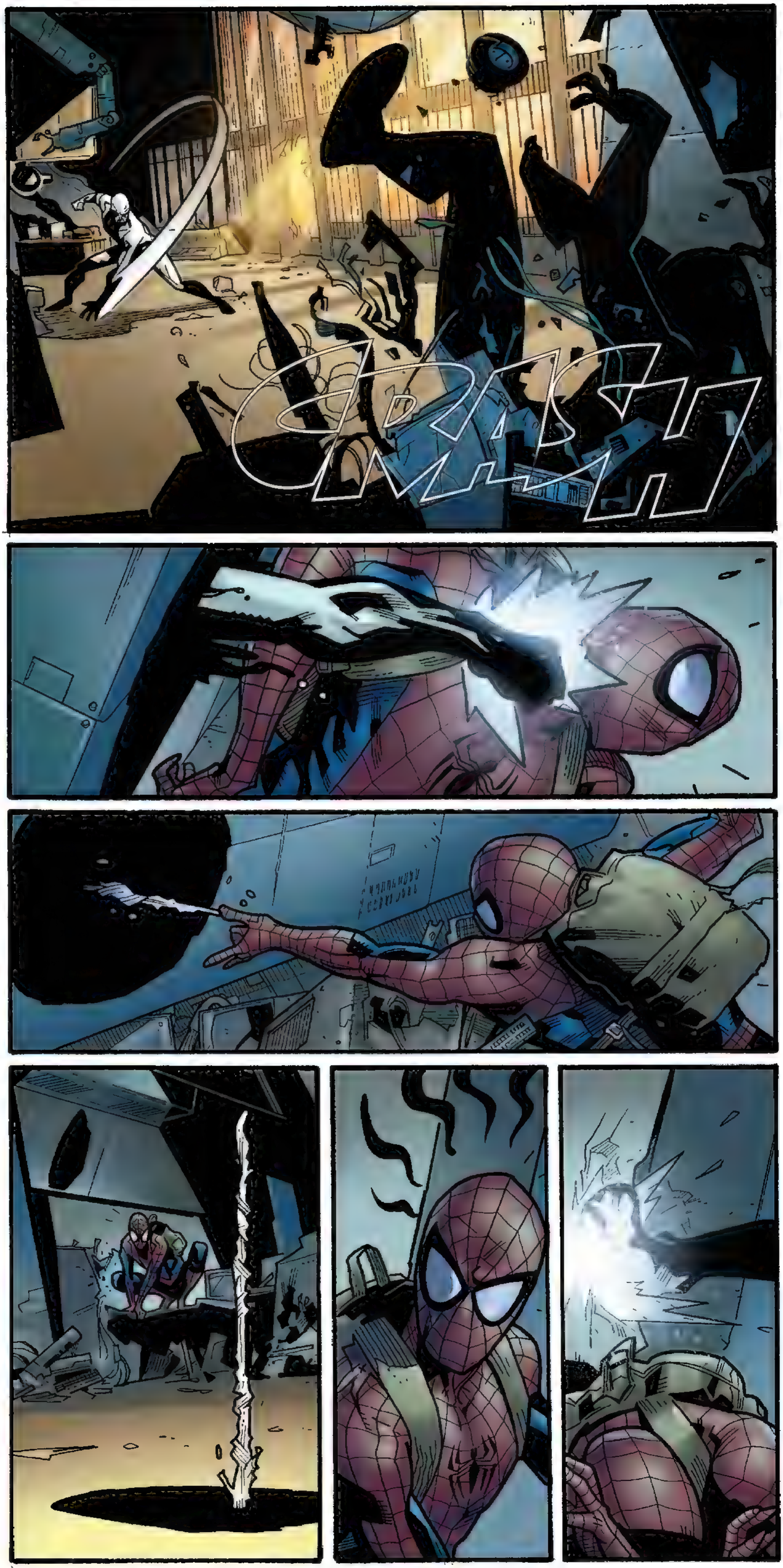
PETER PARKER:
Tells me I'm in danger.

It doesn't tell me exactly ***what*** I'm in danger from.

AUNT MAY:
So he was hitting you, he was hitting you just for trying to help him.

PETER PARKER:
To be fair, he doesn't know what I am, either, and it didn't look like he wanted help.

And I wasn't so much trying to ***help*** him as to ***stop*** him from maybe hurting the people in there.



AUNT MAY:
But still- how did he ***get*** that way with the black spots?

PETER PARKER:
I asked.
He kicked me.

AUNT MAY:
So you have no idea what this was about even...

PETER PARKER:
Well, at first I didn't, but there was this nice, terrified lab assistant under one of the tables who kept yelling out things like:

"Frank, please... it was an accident!

"We would never have done this to you on purpose!!

"Please, let's think about the scientific ramifications of blah blah blah..."

So basically they did this to him, or he did it to himself by accident.

Either way, he was freaking out.

People were in danger.

AUNT MAY:
So you beat him up.

PETER PARKER:
I can tell you're not comfortable hearing about this part...

...so let's skip it.

PETER PARKER:
But I saved the day.

(I guess.)

And as usual, the cops barged in, pulled their guns on me and I ran away.

AUNT MAY:
Why do they pull their ***guns*** on you?

PETER PARKER:
Because everyone is ***freaked out,*** and I'm there in a costume and, hey!!

AUNT MAY:
That happens ***all the time?***

PETER PARKER:
That happens ***every*** time.

AUNT MAY:
They ***shoot*** at you??

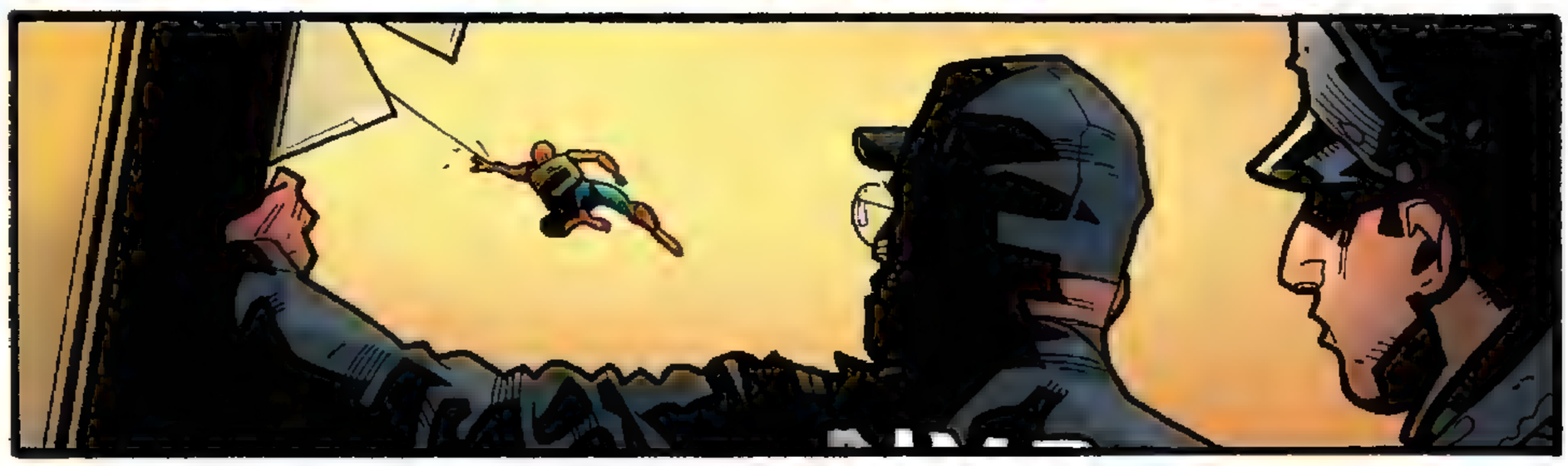
PETER PARKER:
Listen, I'm not trying to upset you--

AUNT MAY:
They shoot at you?? You save them and they ***shoot at you??***

PETER PARKER:
Um, let's save that part of it for another time.

The point is there was this guy who defied all laws of physical space who almost pulled me into a black hole of an abyss--

AUNT MAY:
This is all- what does it all mean?



See, *that's* the question.

At first it's just, there are people in danger. Be the hero.

But...

I think- I think maybe it *does* mean something more.

Something big.

Spider-Man, Iron Man, Goblins and Punishers, mutants, Daredevils, and Electros.

It all happened so fast.

First there were no super-people. And now there's, like, a hundred...

And a new one pops up almost every day!

Why? Why *now?*

What for? Accident? Coincidence? Something is happening.

Someone in my class brought this up. He was almost joking- using *"Ghostbusters"* as his reference point, but...

It really got under my skin.

Maybe it *means* something, maybe it means something bigger is coming.

Maybe something's about to *happen.*

What?

I don't know. Maybe I'm too close to it to *see* it.

Maybe it's nothing.

Maybe this is just the way the world *is* now.

But if there *is* something bigger- I just feel that until it reveals itself, the *least* I can do is help as many people as I can.

Help people just get home at the end of the day.

Does that make any sense?

Kind of.

What are you thinking?

Everyone else has to worry about their kids drinking, doing drugs, stealing a car...

There's no precedent for what I'm going to have to worry about.

Because there's nothing, really, I can do to *stop* you from doing this.

You *want* to stop me?

I don't want you to get hurt.

I don't want to get hurt, either.

But I know it's good.

What you're doing.

You *do*?

I do.

I'm not saying it's going to be easy...

...turning on a TV and seeing you in trouble.

Or hearing all the bad things people say about you.

But, and here's the most important thing...

You can't tell anyone.
I know.
Anyone.
I--
Not your therapist. Not your friend, not this guy you're seeing (who I don't even know who he is).
There are people with money who want me dead.
SMITHS GREEN TEA
Can I talk about it with MJ?
Not in front of anyone.
How did Gwen Stacy die?
The way I said.
Something came here looking for me and she was just there.
And it haunts me.
And, eventually, something's coming here looking for me.
I can't tell Miles?
Who?
The man I'm "seeing"...
(...as you put it.)
On your tenth wedding anniversary, you can tell him.
I hate to be dishonest.
I know.
This is going to be hard.
It is.
And by not telling you, I was trying to spare you...all of it.
So...if you want me to go, I'll go.
What?
You told me- before you had your attack.
You told me to go. I know we're all calm now, but--
Peter.
I know we're all calm now and everything...
But you didn't ask for this.
And- and you gave me so much.
If you don't want this in your life, I'll leave.
And go where?
I have a job. I'll figure it out.
Peter. I love you.
You are my son.
In my wildest dreams I couldn't even imagine that you would have grown up to be this good of a person.
You are the best parts of your father, your mother, and my Ben...
...all rolled up into one amazing person.
And you.
I'm part you, too.
You stay here...
...and you grow up.
I don't want to miss a minute of it.
Come here...

Okay, I have a million more questions, but...

I'm going to go lie down.

Sure. I'll wake you for dinner.

What are you going do to?

I don't know, go to MJ's, do some homework...

"I'm sure I'll find something to do."

DAILY BUGLE

BAGLEY/HENNESSY

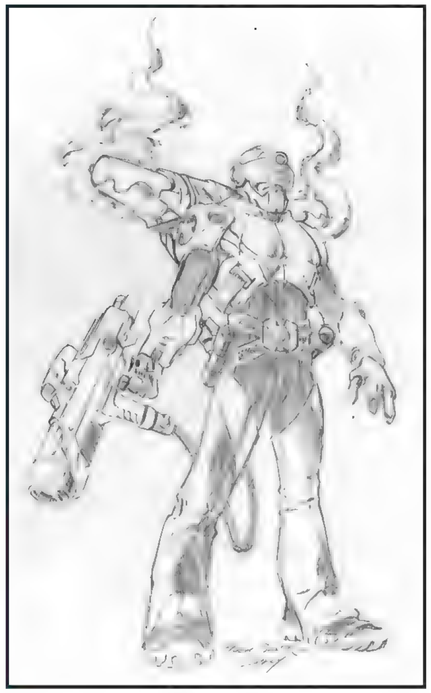
ULTIMATE SPIDER-MAN #100
HOMAGE VARIANT BY
MARK BAGLEY &
RICHARD ISANOVE AFTER
JOHN ROMITA SR.

ULTIMATE SPIDER-MAN #104
HOMAGE VARIANT BY
MARK BAGLEY &
RICHARD ISANOVE AFTER
JOE QUESADA

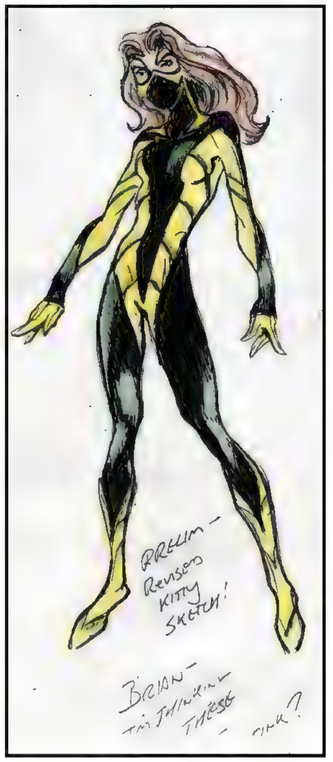
ULTIMATE SPIDER-MAN #111
VARIANT BY **STUART IMMONEN**
& **RICHARD ISANOVE**

ULTIMATE SPIDER-MAN #111
WIZARDWORLD CHICAGO
VARIANT BY **JOE QUESADA, DANNY MIKI** & **HI-FI DESIGN**

CHARACTER SKETCHES
BY MARK BAGLEY



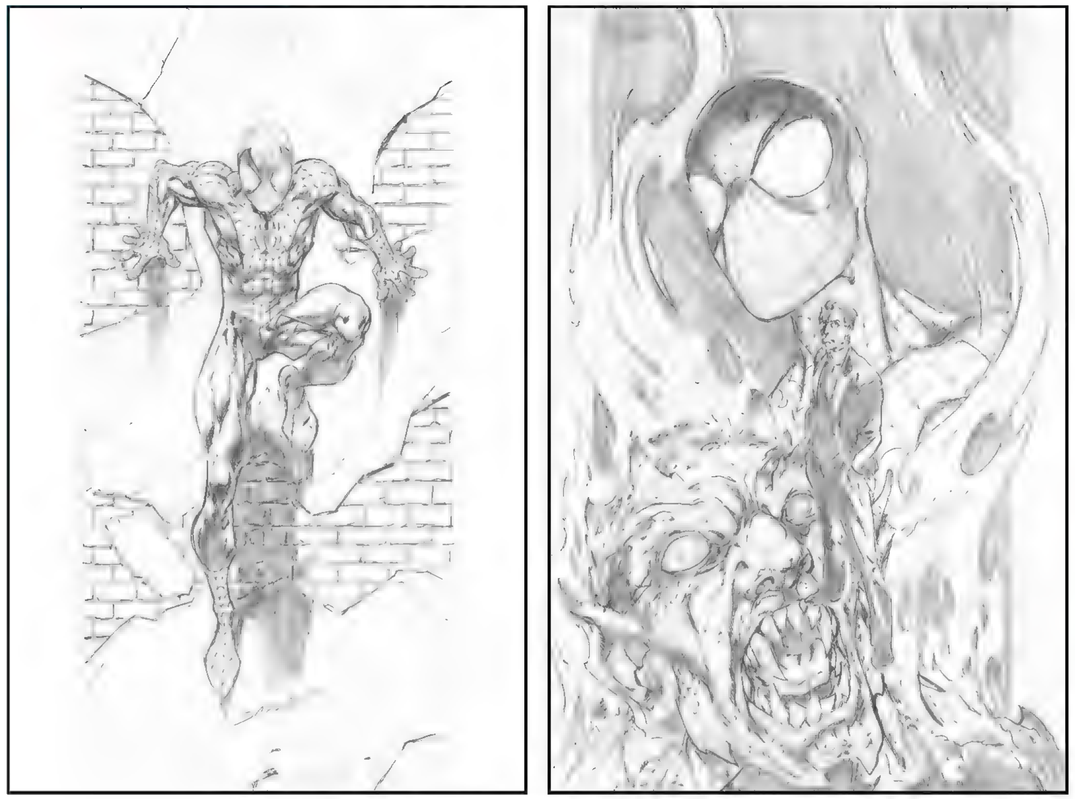
KITTY PRYDE COSTUME DESIGNS
BY MARK BAGLEY

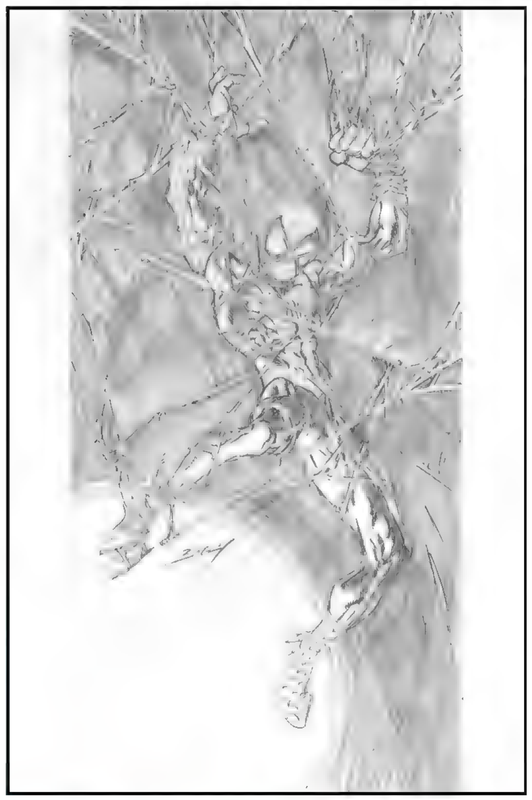


CLONE CHARACTER DESIGNS
BY MARK BAGLEY

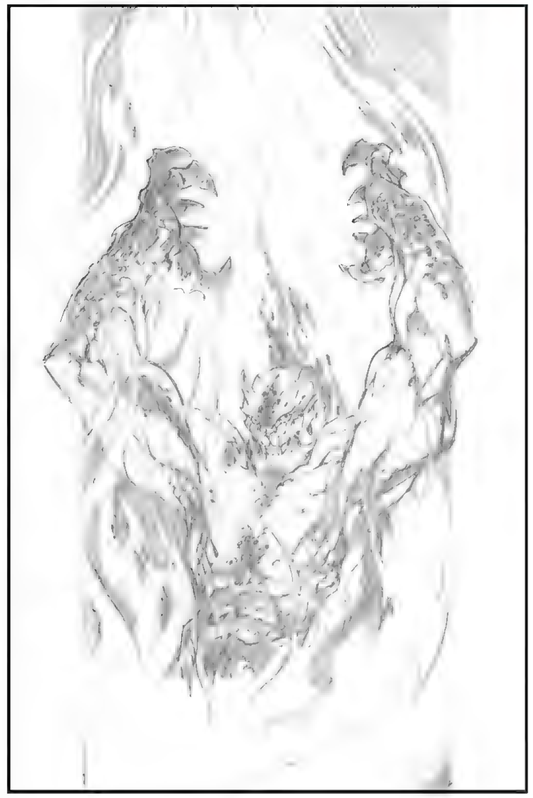
COVER SKETCHES
BY MARK BAGLEY

ULTIMATE SPIDER-MAN #72-74
COVER PENCILS
BY MARK BAGLEY

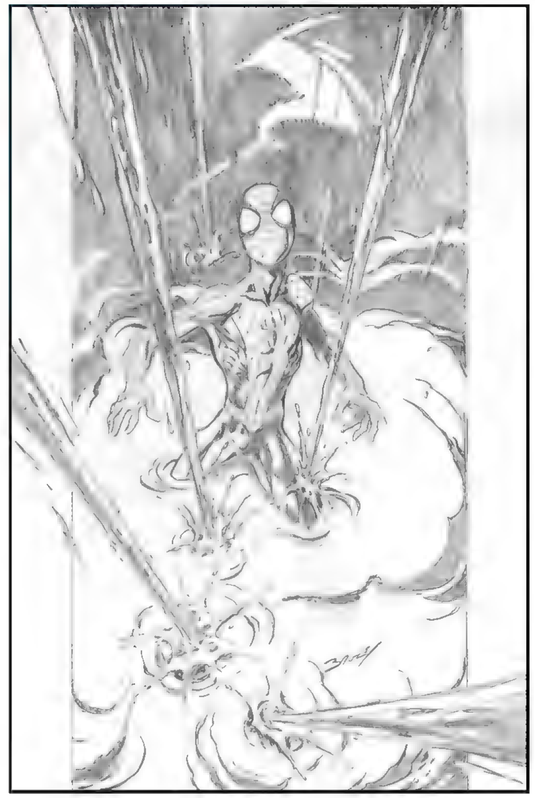


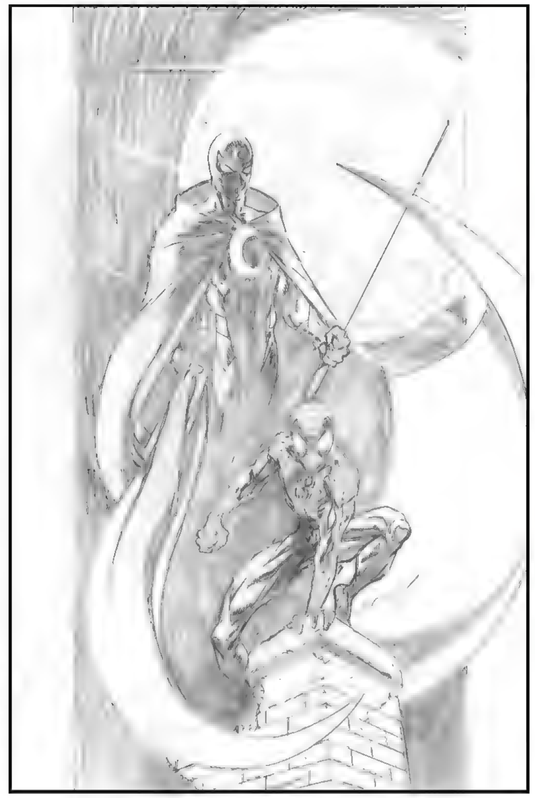


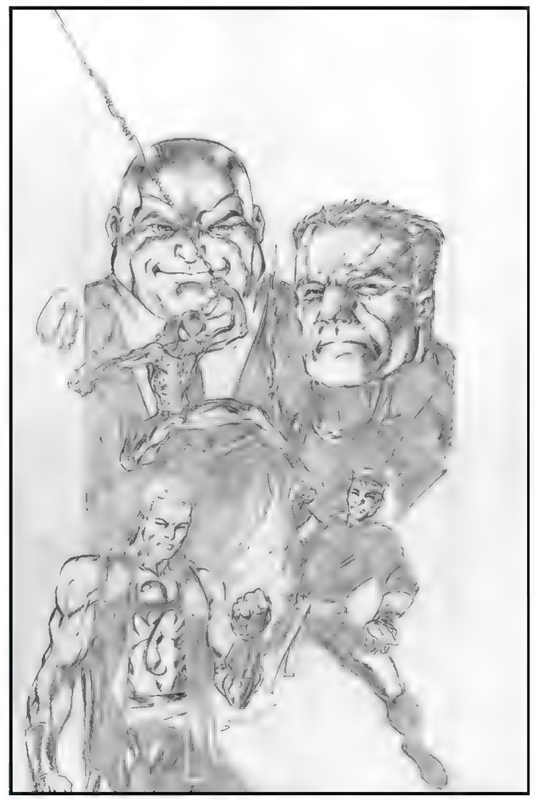
ULTIMATE SPIDER-MAN #75-78
COVER PENCILS
BY MARK BAGLEY



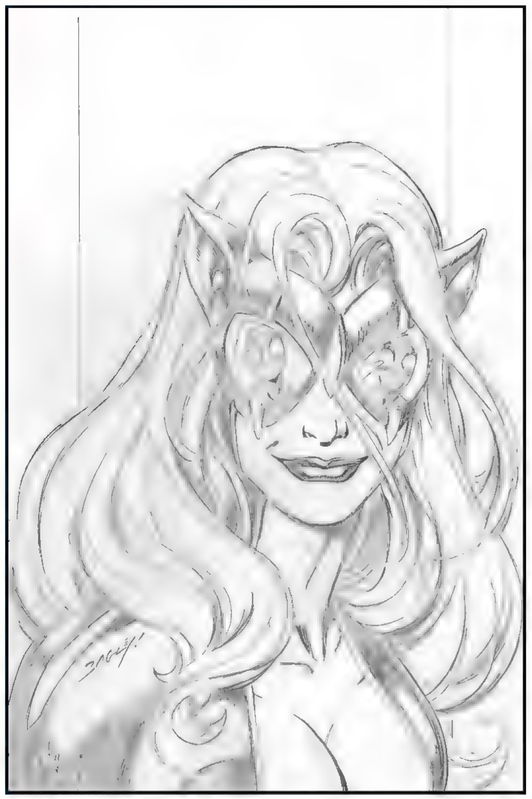
ULTIMATE SPIDER-MAN #79-81
COVER PENCILS
BY MARK BAGLEY

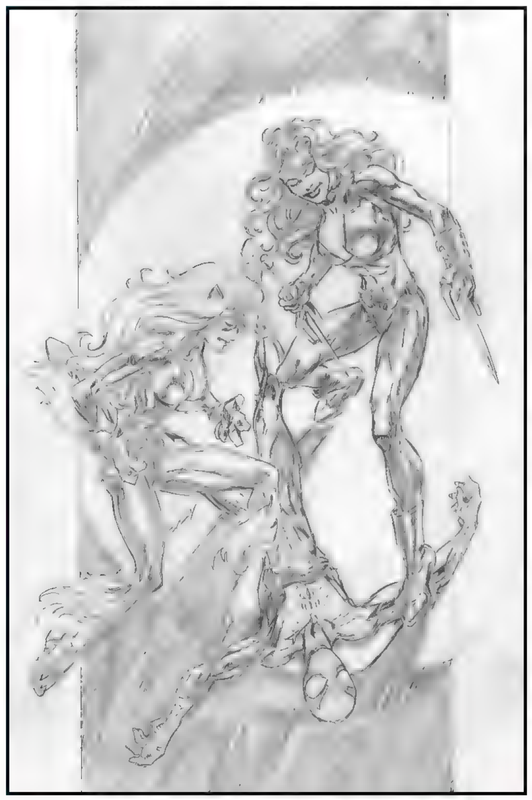




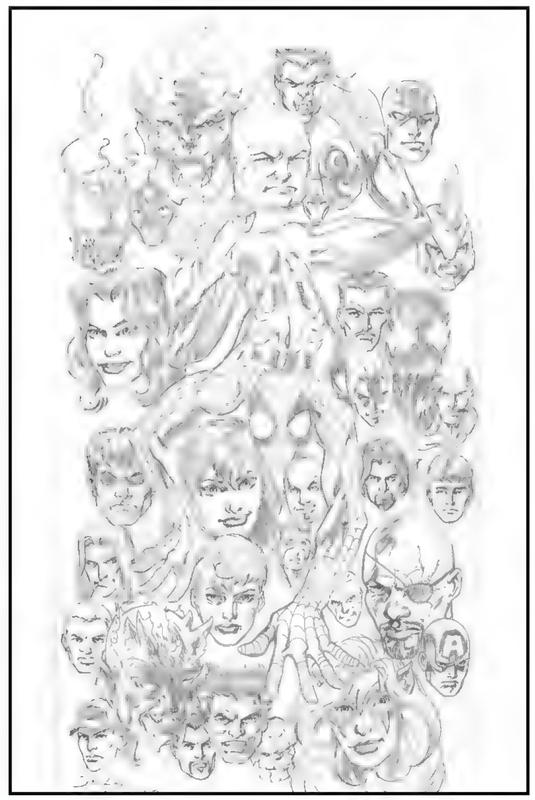


ULTIMATE SPIDER-MAN #82-85
COVER PENCILS
BY MARK BAGLEY

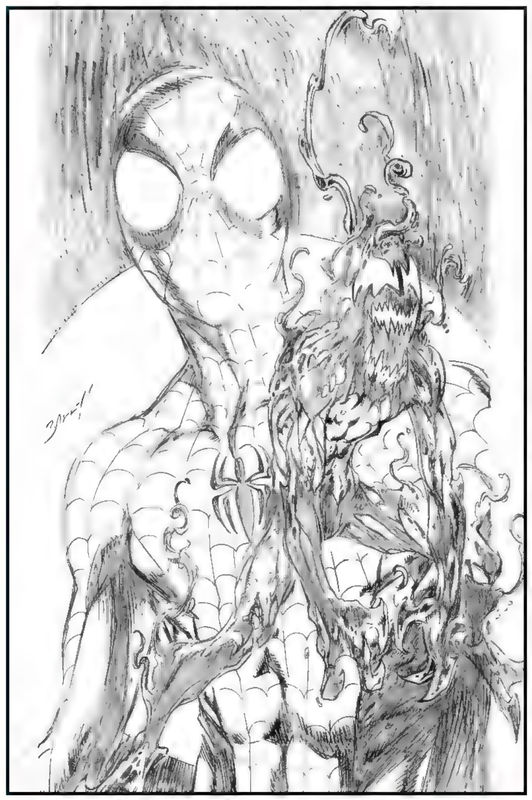




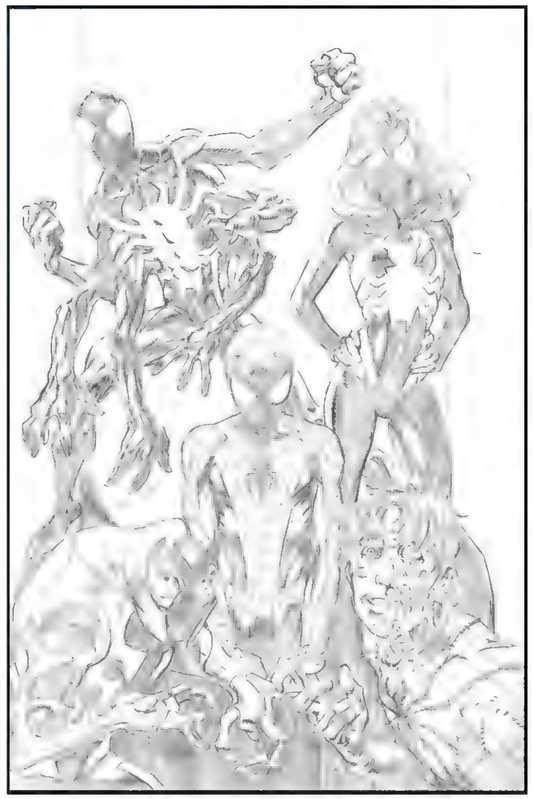
ULTIMATE SPIDER-MAN #97-99 & *#100* VARIANT COVER PENCILS
BY MARK BAGLEY

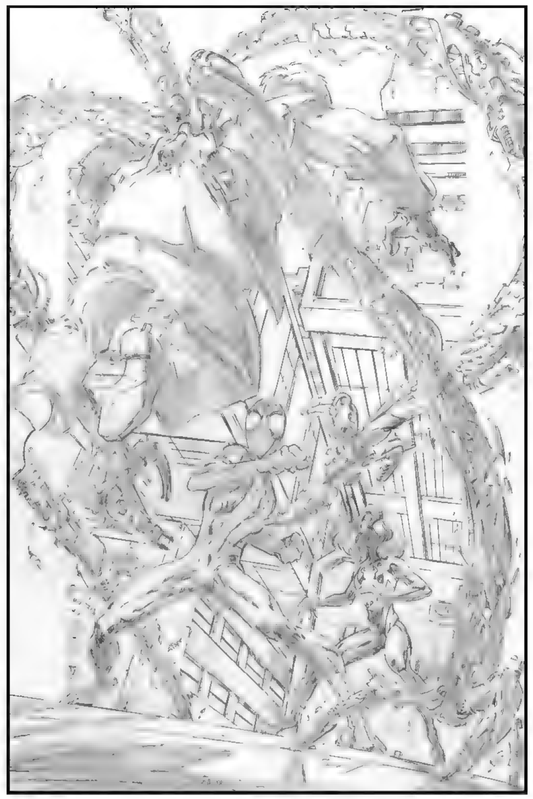


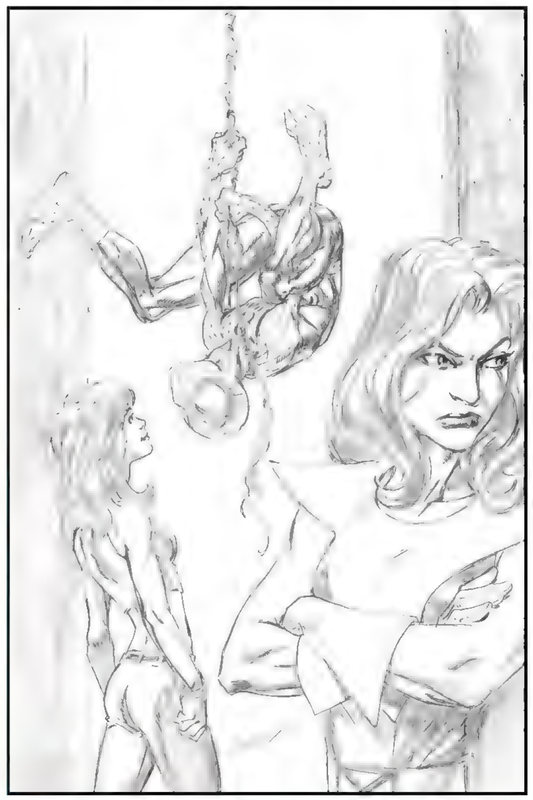
ULTIMATE SPIDER-MAN #100-102
COVER PENCILS
BY MARK BAGLEY



ULTIMATE SPIDER-MAN #103-105 & *#104* VARIANT COVER PENCILS
BY MARK BAGLEY







ULTIMATE SPIDER-MAN: CLONE SAGA PREMIERE HC COVER

BY MARK BAGLEY & RICHARD ISANOVE

ULTIMATE SPIDER-MAN: CLONE SAGA PREMIERE HC INTRODUCTION

BY GERRY CONWAY

"IF I'VE TOLD YOU ONCE..."

Let's get something clear, right up front:

In this writer's opinion, there are *no* new stories.

Every tale is twice-told, at the very least. Every myth, particularly our modern myths, is a retelling of an older, perhaps forgotten myth, which in turn was a reimagining of another myth, and so on, and so on.

The Egyptians took their creation and heroic myths from the Sumerians; the Greeks took them from the Egyptians; the Romans, from the Greeks...and so on, and so on.

And we mythmakers of the modern age, we retell the tales of an earlier era, which in turn were taken from the story crafters of another time, and so on, and so on.

You hold in your hands a reimagining of one of Marvel's greatest (and long-in-the-telling) myths: the Spider-Man Clone Saga.

As someone present at the creation of the first iteration of this modern myth, I can tell you without reservation that Brian Michael Bendis and Mark Bagley have made this re-imagined tale their very own, and impressively so. They've taken a story that in its original telling spanned many years and many different writers and artists, and tightened it into a fast-paced, nine-part tour de force.

Of course, they *did* have the advantage of hindsight.

They knew where they were going, which is more than those of us involved with the first telling of this tale can truthfully say.

The Clone Saga, as it's known now, was never intended to be what it became. Initially, it began as a response to reader reaction to the death of (the original) Gwen Stacy. I wrote that story, basing it on ideas developed by John Romita, Roy Thomas, and myself, with the blessing of Stan Lee, our fearless leader, and though we all hoped it might provoke a strong response from the fans (else, why do it?), none of us had any idea how *strong* a reaction it would turn out to be.

The fans didn't just hate the fact we killed off Peter Parker's current girlfriend — they hated *us* for doing it.

I mean, they *hated* us. As in, excoriating fan-mail hate. As in, near death-threat hate. As in, "I'll never read another Marvel comic as long as I live" hate.

I guess we hit a nerve.

Good for us, right? A story that provokes that intense a reaction is a *good* story.

On the other hand...

I don't think Marvel (or any other comic book company up to that time) ever had experienced anything like the response we got to Gwen Stacy's death. Stan certainly never had, and as both publisher and chief spokesman for Marvel's Bullpen, he took most of the heat. Accustomed to being the hero of all True Believers everywhere, Stan found himself greeted with dismay and (sometimes) open hostility at comic conventions and college campus speaking tours. The fans weren't happy about Gwen's death and let him know it — big-time. I know I was pretty shaken myself by the intensity of the response, but for Stan, it must've been pretty overwhelming, because a few months after we killed Gwen, Stan told us we had to find a way to bring her back.

"But, Stan," we told him, "we can't bring Gwen back. She's dead. And at Marvel, when characters die, they stay dead. Remember Uncle Ben? Dead. Remember Bucky? Dead. Remember Sue and Johnny Storm's father? Dead. Remember the little Dutch kid in *Sgt. Fury and His Howling Commandos*? Dead, dead, dead. Every one of those characters died a memorable death, Stan, and every one of them is still dead! How can we bring back Gwen Stacy without throwing away one of the cornerstones of the Marvel approach to comics? How, Stan? How?"

Stan: "I don't care how, just do it!"

So we did it.

With one concession: I got Stan to agree that if we brought Gwen back, we could eventually write her out. I liked Peter and Mary Jane as a couple; and while I had no objection to throwing a monkey wrench into their relationship, I didn't want to destroy it entirely.

So we did it.

To say I wasn't thrilled about having to tell a story I didn't believe needed telling is an understatement. On top of my philosophical objection to the idea, I had practical issues. Gwen was, as I think I mentioned above, *dead*. She hadn't gone missing, she hadn't been swept out to sea or lost in a blizzard. She was dead and *buried*. Short of divine intervention, she was going to stay dead. So how could I bring her back...?

Unless...

Unless the Gwen who came back wasn't the *same* Gwen who'd died.

So, what, then — a long-lost, forgotten and never-acknowledged twin?

Nah...

This had to be the *real* Gwen, but at the same time, *not* the real Gwen. And the only way that could happen...

...was if the Gwen who came back was the *clone* of the Gwen who died.

Hmm.

This had possibilities...

Sometimes, when you have to do something you don't want to do, against your better judgment and every instinct you have as a creator — sometimes, something very special happens.

The bad idea gives rise to a good idea.

In this case, it seems, several *very* good ideas.

The need to bring Gwen Stacy back from the dead led to the creation of the Jackal, which led to the creation of the Punisher, which led to many, many issues of many, many magazines featuring the man with the death's head T-shirt. So that's one good thing.

And it led, eventually, to something else:

The original Spider-Man Clone Saga...

...and to this, its very special reimagining.

As I said at the start, in this writer's opinion, there are no new stories. Every story is, at the very least, a twice-told tale.

It's what you do with the story you're retelling that matters.

What Brian and Mark have done with their retelling of the Clone Saga has made something that was old, new again. In the process, they've made the tale their own.

Read. Enjoy.

I know I sure did.

— Gerry Conway
Mammoth Lakes, CA

February 2007

In addition to 1973's groundbreaking "The Night Gwen Stacy Died" in Amazing Spider-Man #121, *Gerry Conway earned comic-book immortality by helping develop the Punisher with Ross Andru. Besides scripts for* Fantastic Four, Incredible Hulk, Avengers *and almost every other major Marvel character, he has written DC characters such as Superman, Batman, Wonder Woman and others, as well as the history-making crossover* Superman vs. the Amazing Spider-Man. *He has published two novels and numerous teleplays.*

ARTICLES FROM *MARVEL SPOTLIGHT: BRIAN MICHAEL BENDIS/MARK BAGLEY*

BY JOHN RHETT THOMAS

MARVEL SPOTLIGHT

BRIAN MICHAEL BENDIS • OFFICIAL HANDBOOK

REAL NAME: Brian Michael Bendis
DATE OF BIRTH: August 18, 1967
PLACE OF BIRTH: Cleveland, Ohio
OCCUPATION: Comic book writer
PLACE OF RESIDENCE: Portland, Oregon
WEBSITE: www.jinxworld.com
FIRST COMICS APPEARANCE: *Fire #1, 1993*
FIRST MARVEL COMICS APPEARANCE: *Ultimate Spider-Man #1, 2000*

HISTORY: Brian Michael Bendis was born August 18th, 1967, in Cleveland, Ohio, the son of rabbi. In his youth, he attended the Hebrew Academy of Cleveland. At the age of 19, he enrolled in the Cleveland Institute of Art and worked part-time at a comic book shop. He remained at the Institute for five years, writing and drawing his own comics, before joining independent comic book publisher Caliber Press in the early '90s. There he created some of his seminal independent works including *Fire, AKA Goldfish,* and *Jinx.* He moved to Image Comics in 1997 where he continued to write and draw *Jinx,* and created the true-crime story *Torso* with co-writer Marc Andreyko. He also drew editorial cartoons for the Cleveland Plain Dealer during this time.

He won his first Eisner — for Talent Deserving Wider Recognition — in 1999, and began pitching Torso to Hollywood that same year (a story told in his autobiographical graphic novel *Fortune and Glory*). Image Comics co-founder Todd McFarlane became aware of Bendis' work, and signed on to produce the *Torso* film, while also hiring Bendis to write for two of his titles, *Sam & Twitch* and *Hellspawn.* In 2000, artist and longtime friend David Mack recommended Bendis to newly hired Marvel Editor-in-Chief Joe Quesada. Impressed with what he saw, Quesada quickly hired Bendis to write a fill-in arc on the popular Marvel Knights relaunch of *Daredevil.*

But Bendis' first published work at Marvel would wind up being the debut of a brand new title called *Ultimate Spider-Man,* which instantly became one of the most successful launches in recent Marvel history. Bendis quickly became Marvel's biggest star writer and most prolific writer, scripting an extended run on *Daredevil,* and also creating his own character, Jessica Jones, whose story was told in the pages of *Alias* and *The Pulse.* Bendis was also behind the blockbuster miniseries *Secret War* and *House of M,* and helped bring the Avengers franchise to the top of the charts through "Avengers Disassembled" and *New Avengers.* Currently, he continues to write *Ultimate Spider-Man* and *New Avengers,* as well as his creator-owned series *Powers* for Marvel's ICON imprint. *New Avengers* has proved so successful that Bendis will soon be writing an upcoming second Avengers series entitled *Mighty Avengers.*

THE BRIAN MICHAEL BENDIS MARVEL COMICS LIBRARY:

Alias #1-28 (2001-04)
Avengers #500-503 (2004)
Avengers Finale (2005)
Daredevil #76-79, 26-50, 56-81 (2001-06)
Daredevil Ninja #1-3 (2000-01)
Elektra #1-6 (2001-02)
Giant-Size Spider-Woman #1 (2005)
House of M #1-8 (2005)
New Avengers #1-up (2005-06)
New Avengers Annual #1 (2006)
New Avengers Illuminati #1 (2006)
A Moment of Silence
Powers Vol. 1 #1-37 (2000-04)
Powers Vol. 2 #1-up (2004-06)
The Pulse #1-14 (2004-06)
Secret War #1-5 (2004-05)
Spider-Woman: Origin #1-5 (2006)
Ultimate Fantastic Four #1-6 (2004)
Ultimate Marvel Team-Up #1-16 (2001-02)
Ultimate Six #1-7 (2003-04)
Ultimate Spider-Man #1-up (2000-06)
Ultimate Spider-Man Annual #1-2 (2005-06)
Ultimate Spider-Man Super Special #1 (2002)
Ultimate X-Men #34-45 (2003-04)
Wha...Huh??? (2005)
What if Jessica Jones Had Joined the Avengers? (2005)
What if Karen Page Had Lived? (2005)

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Alias Vol. 1-4 TPB / Alias Omnibus HC
Avengers: Disassembled TPB
Daredevil Vol. 3-13 TPB / Vol. 2-6 HC
Daredevil: Ninja TPB
Elektra: Scorpio Key TPB
House of M TPB
New Avengers Vol. 1-4 HC / Vol. 1-4 TPB
Powers Vol. 1-9 TPB
Powers: The Definitive Hardcover Collection Vol. 1-2
The Pulse Vol. 1-3 TPB
Secret War HC
Spider-Woman: Origin HC
Ultimate Fantastic Four Vol. 1 TPB / Vol. 1 HC
Ultimate Marvel Team-Up HC / Vol. 1-3 TPB
Ultimate Spider-Man Vol. 1-16 TPB / Vol. 1-7 HC
Ultimate X-Men Vol. 7-8 TPB / Vol. 4 HC
What If...Why Not? TPB

103 ISSUES OF ULTIMATE SPIDER-MAN:

AN AMAZING ACHIEVEMENT!

Spotlight has already talked to Brian Michael Bendis about his last six years at Marvel, and in our last section of the book we do the same with artist Mark Bagley – except with him it's an almost twenty-five year career! But in this section, it's all about *Ultimate Spider-Man*: how it got started and what these two great comic creators bring to the table in the making of it. We wanted to know what's going through the mind of Bendis when he sits down at his computer to tap out another script, and we wanted to know how Mark approaches drawing this book when he sits down at his art table. . . and they oughta know! They've been doing it for six years and 103 issues!

SPOTLIGHT: Ralph Macchio once said, "In *Ultimate Spider-Man,* anything can happen." That's been proven to be a very true statement, but as the writer charged with making that happen, you're working within already established concepts and characters that people have known for decades. Can you articulate how it is that you manage that?

BRIAN: It is true — anything can happen. Yeah, it's a tricky balance. Just because Norman Osborne did something in the 616 Universe, that doesn't mean it's going to happen here. But you can't have Spider-Man being some kind of space captain — that would derail what the character is about. But it's been interesting what's generally allowed and what's not been allowed in whatever revision we've made. With Venom, there was never any real problem with the almost complete overhaul of the character, whereas Deadpool made everyone angry. So you never know!

SPOTLIGHT: Did you try and pare these characters down to their fundamental roots and work from there?

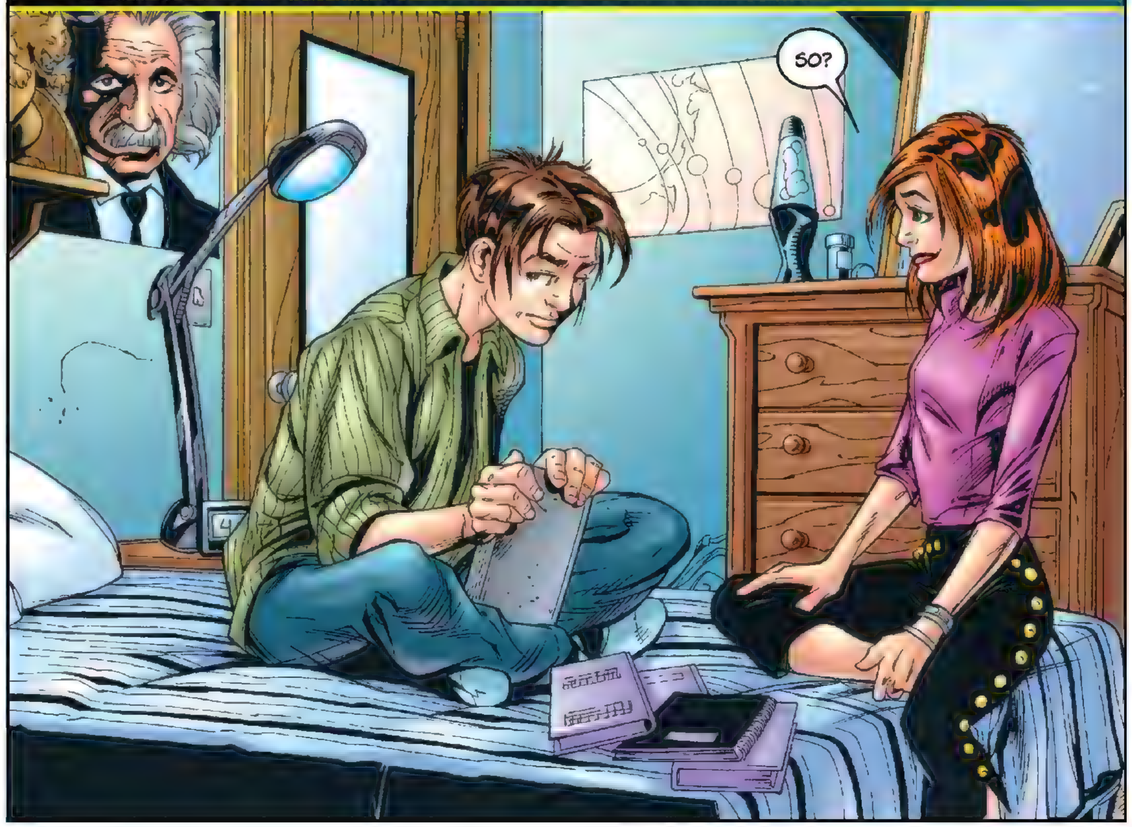
BRIAN: Yeah, that's right. Especially with the high school supporting cast and Peter's family and the Bugle, you start with an idealized version. You know, there's been so many versions of these characters; every writer has his own take. Jonah's gone from genuine villain to a more humanized version of a hard ass. You basically pick your favorite Jonah, let's say, and start from there and build your character as if it was a real person. A lot of times, what I've done is look at the ideal version of Mary Jane or Gwen, and usually I find a person in my life that I most identify with that kind of character and I write them. That helps me build something that's unique and special and has more dimensions than people expect.

SPOTLIGHT: You managed to do that especially when portraying Peter's high school peers. The hierarchy of the kids, from lowly Peter all the way up to the elite popular kids, is far more nuanced than the old *Amazing Spider-Man* days.

BRIAN: Yeah. I'm sure you remember how it was. I was quite the nerd in high school but I had a lot of friends! It wasn't like every kid in school was picking on me.

SPOTLIGHT: Looking at the character Kong, for instance — one issue he'd be buddy-buddy with Peter and then the next issue colluding with Flash to pick on Peter, and you made it all so seamless; it felt real.

ULTIMATE SECRET: Peter prepares to tell Mary Jane his biggest secret in this watershed story in *Ultimate Spider-Man #13.* Considered by Brian to be his favorite moment, *USM #13* sealed the deal with fans and the title never looked back.



THE ARMS OF DOC OCK: Just as deadly in the Ultimate Universe, Doc Ock's origin is intertwined with Peter's, which puts them consistently at odds with one another throughout the run of *Ultimate Spider-Man!* (Image from *USM #20.*)

BRIAN: I've heard from a lot of people that completely related to that. I was really worried about that kind of thing because it's a fine line between a well-rounded character and a contradictory character, but I did have relationships like that, where you think you're friends with someone and then the next day they're giving you a wedgie — for no reason! They're like, "I was just joking!" But that wedgie was something that completely defined your high school existence — it could have been very harmful. A lot of my personal high school wounds are still shockingly open, as if they happened yesterday, and they're very easy to tap into for myself.

Also, I listen to a lot of high school kids' families, a lot of neighborhood kids. I listen to what some people might consider boring stories. I keep my ears open for the differences now between when I was in high school and today; very little difference, really, other than certain types of colloquialisms. But a lot of what goes on there remains a universal truth.

But a weird thing in doing that with the high school situation is that there's a Queens high school vs. a Portland high school, you try to come up with something that is very Queens but at the same time very universal, something that other kids can relate to.

SPOTLIGHT: I recognize now that I'm an adult that a lot of kids, including me when I was a kid, did things and we had absolutely no rational reason for why we did them. It was almost as if we did them simply on pure impulse, whether it's just picking on people or getting into random trouble.

BRIAN: Exactly, and there's also the attitude kids carry around: "I've learned everything I need to know, and I'm king of the world." And also the one thing that justifies almost everything I've written so far is that I remember in high school, everything was so damned important — every date, every girl — everything was so important…and now I can't remember their names. And that's as true today as it ever was. You're locked into the moment with the feelings you're having, and it is unique to you. It's your first time, your first love, your first betrayal, and the first time around it's very dramatic.

SPOTLIGHT: I think what you've done is take that well-thought out sense of what modern kids are and really explored it, and then you throw down an incredible super-power into the mix — which can, naturally, be a metaphor for any great talent or secret or value in life — and then we see how Peter Parker and Spider-Man deals with it.

BRIAN: I kind of use the spider as a metaphor for puberty. It's the accentuated rush to adulthood. There are other things, like a death in the family, that can make you grow up faster than you are ready to, and so I see the spider and Uncle Bens' death as going hand in hand. Anybody can relate to being forced to grow up faster than need be.

Also, I had talked to Stan about this a couple times, and he said in interviews that he told the Spider-Man origin in 11 pages [in *Amazing Fantasy #15*] because that's all he was given. If he had more pages, he would have used them. I've been given more, so there's a lot more area, a lot more room for a little sophistication, and the audience expects a little more sophistication than they used to. The challenge is really the best part of the job.

SPOTLIGHT: Aunt May is another major character that you get to revamp. You took a few years off of her and implanted in her a little swagger.

BRIAN: She is based very strongly on the relationship I had with my mom in my high school years, which was a very interesting relationship. Now we're all adults and that relationship is different; she's a grandmother now. My relationship with my mom, who was a single parent raising two children, and I was a jerk teenager — it's very interesting. At the time, she raised us and we were already young people with our own lives, and she started to have her own life, and that's kind of where Aunt May is. I see a lot of parallels between the two of them.

SPOTLIGHT: Another character I wanted to touch on is Mary Jane. She has been pushed away in the last twenty issues from Peter's life.

BRIAN: Not for long…!

SPOTLIGHT: Big reveal coming up soon?

BRIAN: *(Chuckles.)* She's not out of the book, that's all I'll say.

MIDTOWN MISERY: Peter's life at Midtown High School is anything but tranquil, especially when Kong and Flash Thompson are bullying him. (Image from *USM #15.*)

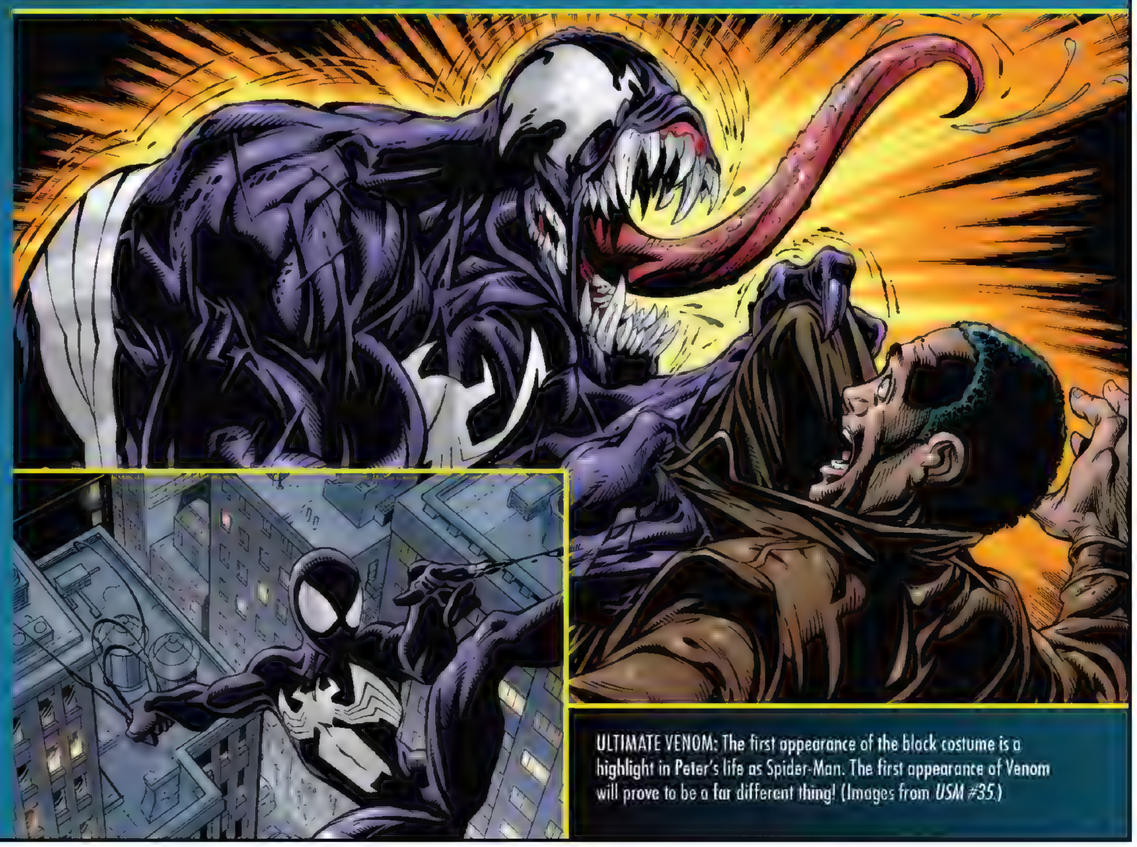
SPOTLIGHT: What's great about her is that you've been really unflinching about depicting the relationship between Peter and Mary Jane. It's not been skipping down the sidewalk holding hands — for them only being fifteen years old, there's some brutal stuff going on between them.

BRIAN: They're not dumb kids, they're very smart kids, but they're so emotional because there's a first love there, maybe their only love, you know? I had a girlfriend who was my best friend in high school, and that relationship was really special. I based my relationship with that girl on Peter and Mary Jane. That's where I get the emotions of it. We were very much in love with each other and I imagined that if I had spider-powers, and she was my best friend, I probably would have told her! That's where I came up with changing the relationship from the standard Peter/MJ relationship. I also thought a lot about Superman, who is supposed to be about truth, justice and the American way, and what a jerk he is to Lois Lane — he's always lying to her! That's not very heroic! So I thought it would be interesting to flip that cliché, only for Peter to later find out what the reality of doing that is all about. It's a cliché because it's true, and it puts people in danger. It was crucial that you had to have Peter break away from that down the line, once he realized the danger of revealing his identity.

SPOTLIGHT: How early on did you surrender the whole idea of Spider-Man being able to keep his identity safe?

BRIAN: I think a lot of people accuse me of hating secret identities and trying to remove them from comics. That's not the case at all; I take it very seriously. But if you think about the age we live in, and how hard it is for anybody to keep a secret about anything — you can find out anything about everybody! So, imagine how hard it would be to keep a secret identity. There would be websites dedicated specifically to outing the super-heroes…and I'd be visiting them every day! *(Laughter.)* And the idea that a villain would beat a hero up and not take off his mask? That's not something a modern reading audience would appreciate. It's not logical. So, yeah: Kingpin knocks Spider-Man unconscious, he's gonna yank off his mask. This doesn't mean he's gonna know who he is. But I take it very seriously, and when his mask comes off, I want the reader to be scared. I want Peter to be scared. I want for people not to take it for granted.

SPOTLIGHT: What you've pulled off with Peter's age is an incredible feat. In *USM #1*, he's fifteen and by *USM #100*, he's still fifteen, and it all seems to have an airtight internal logic. I first realized this when reading *USM #72*, where there's a flashback to his spider bite, and when the action resumes, it says "nine months later." Seventy-two issues and nine months!



ULTIMATE VENOM: The first appearance of the black costume is a highlight in Peter's life as Spider-Man. The first appearance of Venom will prove to be a far different thing! (Images from *USM #35.*)

MEET THE X-GIRLS: In *UXM #40-45*, Peter meets the X-Men, including the girl who he later becomes romantically entangled with — Kitty Pryde! (See inset image of *USM Annual #1*, the issue where they make their move!) This story arc is also home to what is hands down Brian's funniest scene in the whole run — where Peter overthinks his first meeting with Jean Grey!

BRIAN: Yeah. Nine horrible months! Nine months of the worst sophomore year in high school ever! *(Laughter.)* Bart Simpson hasn't aged, so right there, this concept is available to me as a writer. I think I wanted him to age a year every hundred issues. I had originally planned to have his 16th birthday party in issue 100, but it just doesn't fit the story. He'll be 20 by issue 400.

SPOTLIGHT: Are you looking forward to an occasion where you can write a story around his 16th birthday?

BRIAN: Yeah, and I'm sure I'll have a fight on my hand when I bring it up at Marvel. Aging him even a little bit would start the clock ticking. I'll deal with it when the time comes.

SPOTLIGHT: It's a really cool thing that you've pulled off here, keeping Peter a kid while still telling streamlined, credibly evolving stories. Is that something you have made special note of to yourself and feel pretty good about?

BRIAN: Yeah, actually I do. Time in comics is so crazy as it is anyhow. It's funny — once, in Alias, I referenced that Jessica Jones was in *Amazing Fantasy #15*, where she is right behind Peter at the lab when the spider bites him. In that scene, I wrote "fifteen years ago." Holy cow did I get hell for that! *(Adopts cranky comic fan voice.)* "So you're saying that it's been fifteen years since the spider bite, so what about this, and what about this...?!?!?"

And I'm like, "Dude, it's really 45 years old. Don't pull the string or the whole sweater will unravel!"

SPOTLIGHT: So tell me, when you're writing *USM #600*, is it safe to say that Peter will be able to legally drink?"

BRIAN: Yes.

SPOTLIGHT: So, we can quote you on this — let me get this right: "When I'm writing *USM #600*..." In other words, you're on this book for the long haul, right?

BRIAN: Look, Bagley gave his notice and we broke this record and a lot of thought and conversation went into the idea that maybe I should go too. I said to Marvel, "Well, guys...do you want me to go to?" And they're like, "No! We weren't even thinking that." And I'm like, "Well, maybe it's time for a new team?" And they said, "Well, you know when it was time to leave *Daredevil*. If it's not time, it's not time." So I made a list of all the stories I still wanted to tell with *Ultimate Spider-Man*. And I said to myself, "I'm not done." I did think of it, but no, I'm in for the long haul. It's still the best job in comics. I've had a lot of great jobs in comics, but this is still the best.

CLONE SAGA: This Ultimate epic ends in *USM #105*, with a showdown between Spider-Man and his arch-nemesis Doc Ock! (The cover to *USM #104*.)

MARK BAGLEY ON
ULTIMATE SPIDER-MAN

SPOTLIGHT: Your career before *Thunderbolts* was in a precarious situation, but that book really helped establish you as a fan favorite. Can you tell us how you transitioned during this period to *Ultimate Spider-Man*?

MARK: Well, I'm not sure exactly how precarious my career was because I'm confident I could have called DC and gotten work. I had enough of a rep as a talented guy who gets the job done, and that goes a long way. But with Marvel it was precarious. A couple things happened: *Thunderbolts* sold really well, Bob Harras left the company, and Joe Quesada came on board and for some reason he really liked my work. But bigger than that was Bill Jemas. Bill and I had worked on a trading card series, and to be honest I hadn't even remembered his name. I had always focused more on dealing with the ground troops than any of the executives or guys in marketing. But it all came together at once and put me on a nice track.

Thunderbolts was a really good experience, but by the time I got offered *Ultimate Spider-Man*, I was still looking for something else. In fact, Harras was still there when I got offered *Ultimate Spider-Man*, and he didn't want me on that. Jemas insisted. I turned it down three times, because I just thought it was going to be a six issue mini-series, a revamp of *Spider-Man*, not even in the Marvel Universe and I just thought it was tailor made to anger the fans. And John Byrne had just done his *Spider-Man: Chapter One*, which hadn't gone over well. They finally made it clear that if I didn't take *Ultimate Spider-Man*, I wouldn't get any extra work at Marvel, and I was always looking for extra work. I can't do two books a month — I can do about a book and a half. I was always looking for a fill-in here and a fill-in there to fill in my time schedule. So I took it.

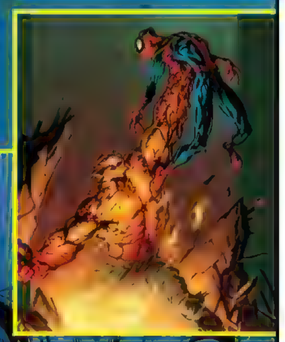
Brian and I didn't know each other. He wasn't familiar with my work and I didn't know him from Adam. I was really nervous starting off, but it took me about three issues to realize what Brian was doing, because there was no Spider-Man in his costume, no big fight in every issue — very different from what I was used to. Brian swears it took him five minutes to realize he could really tell stories with me, he could really tell the story he wanted to tell in a very commercial, appealing way, which is what we were looking for. We wanted a book that an adult could pick up and enjoy, and that a young person could pick up and go, "Oh this is kinda cool!" I've got an interesting mix of styles to help me do that.

SPOTLIGHT: Speaking of drawing teenagers, you've been drawing the life of a fifteen year old for the last six years. The first 100 issues of *Ultimate Spider-Man* have really taken place in just a little over a nine-month period in Ultimate time.

MARK: And I would not have believed we'd have been able to do that. That was Brian's plan from the beginning. He said, "Peter's never turning sixteen. He's never turning eighteen. He's gonna be in high school forever." I thought, "You can't do that!" And now, six years later, we're still doing it. That's amazing to me, because I guess they really do suspend time. I hadn't realized it could be done. John Byrne argues that one of the worst thing that happens in comics is people insist that you age the characters — that you have some sort of a time frame for them. He can be kind of a grumpy monkey sometimes, but I think he may be right on that score. You don't need to make Peter Parker a thirty year old guy with a super-model wife. It can destroy the core of the character. It makes a good story sometimes, but maybe it's not necessarily good for the character.

SPOTLIGHT: Part of your challenge in drawing a fifteen year old for the last six years is that Bendis likes to run his characters through every conceivable emotional gauntlet there is, and you've been charged with depicting that. Some might suggest that you might be bored by now. Is there any truth to that?

MARK: No, no. So much of this book revolves around Peter — but it's not just Peter; you've got Osborn, Fury, the X-Men — there's been so much to draw. We've spent very little time in the high school, maybe less than we thought we should — that comes and goes. But there's such an emotional range of what Brian gets into that it makes it very interesting. I'm not leaving this book because I'm bored by any means.



LEGACY OF HORROR: Both Norman Osborn and son Harry have it bad, as, respectively, the Goblin and the Hobgoblin. Both characters fill vital roles in the Shakespearean drama that has played out over the entire run of *Ultimate Spider-Man*! (Images from *USM #24* and cover to *USM #77*.)

A NEW TAKE ON GWEN STACY: Mark Bagley's Gwen Stacy is just as stunning as John Romita, Sr.'s take...but entirely different from Stan Lee's! The Ultimate Gwen Stacy is a take-no-prisoners firecracker, but with a very troubled home life. (Image from *USM #23.*)

Brian's got this little computer program where he can plug in paragraphs of descriptive stuff he's done before, so he doesn't have to retype it. So the fourth time this double-page spread with eight school buses and three-hundred kids coming out of the high school panel comes my way, I tease Brian that one of these times, I'm going to just draw one big headlight of a school bus, because I've done that same panel a half-a-dozen times. And that does get a little boring. That kind of panel I have to start at the beginning of the day, because if it's the middle of the day, there's no way I'm starting that panel — you have to figure out a new way to do it without killing yourself, it's too hard to get into. Besides that, I have drawn plenty of high school lockers, but they don't take a lot of time to draw. A room full of kids sitting at desks — that takes forever to draw; you have to figure out ways around drawing the entire room more than once in a sequence, because otherwise you just kill yourself.

You look at the faces I'm doing now as opposed to the first issues of *Ultimate Spider-Man*, I'm really trying to get less cartoony — not realistic — but less exaggerated. Those Gwen Stacy issues, when she first appears, some of those eyes of hers are as big as plates! I'm like, "How do I keep doing that?" *(Laughter.)* Very expressive — and maybe that's part of the appeal to the young readership — sort of a manga look without being manga, exaggerated without making it a caricature, but trying to still have some of what is necessary and also being a little bit more sophisticated and trying to show people that I can draw more than teenagers with big eyes.

SPOTLIGHT: You mentioned before about how you thought going into *Ultimate Spider-Man* was going to be just another useless exercise to revise Spider-Man and try to appeal to a younger market. But when did you realize that it had become more than that — that you were on board one of the most dynamic comics of the early part of the decade?

MARK: Of the century, actually! "The Biggest Book of the Century!!!" *(Laughter.)* I'm not very bright, so it took me a while. I had six issues in the can, and *Ultimate Spider-Man* was called *Ground Zero* at the time, which was before 9/11 and that would have been a great name for the book. *(Sarcastic.)* I was going to still leave after six issues, because it was pitched to me as a six-issue mini-series. And they called and said, "Hey, we're gonna make it ongoing!" And I said, "Awww, I don't want to do this ongoing! That's alright, I don't wanna do it." Like I said, I wasn't into it. I was doing a professional job, and I was really enjoying Brian's stuff, but it just didn't seem right to me. Right about the time I was finishing up the sixth issue, they had actually offered the book to Leonard Kirk, because I was leaving.

The first issue came out three days later, and they told Leonard it would be two or three months before he got his first script. I looked at the first issue when it came out, and a friend of mine at *(comic store)* Dr. No's — Cliff Biggers, the guy who gave me the Marvel Try-Out book to do — he said, "If you don't do this, you'll hate yourself," because I wasn't going to do it; I thought it was a gimmick. He said, "Dude, you need to stay on this book. This thing is beautiful!" And I looked at the book and the paper was beautiful and the inking was great. And then the sales were terrific on it. The fans went from hating it to loving it — they were online ripping us a new one. I'd never really been online that much before this point, but Brian was telling me how he was just being ripped to pieces. But there was an instant love for this book. It all turned around on a dime. So I called the office and asked, "Ummm...can I stay on this book?" *(Laughter.)*

Jemas had found out I was leaving and he thought somebody had fired me, so he started calling the office going, "Who the hell is firing Mark Bagley?!?!" Only he didn't say 'hell.' *(Laughter.)* "Oh no, no no! Mark said he was quitting!" So they actually called Leonard Kirk, like three days after he had accepted the job — he was so stoked to get the book — and they said, "Mark's gonna stay on the book." He wasn't very happy. This has happened to everybody in the business so I can feel his pain, trust me.

SPOTLIGHT: Does he hate you now?

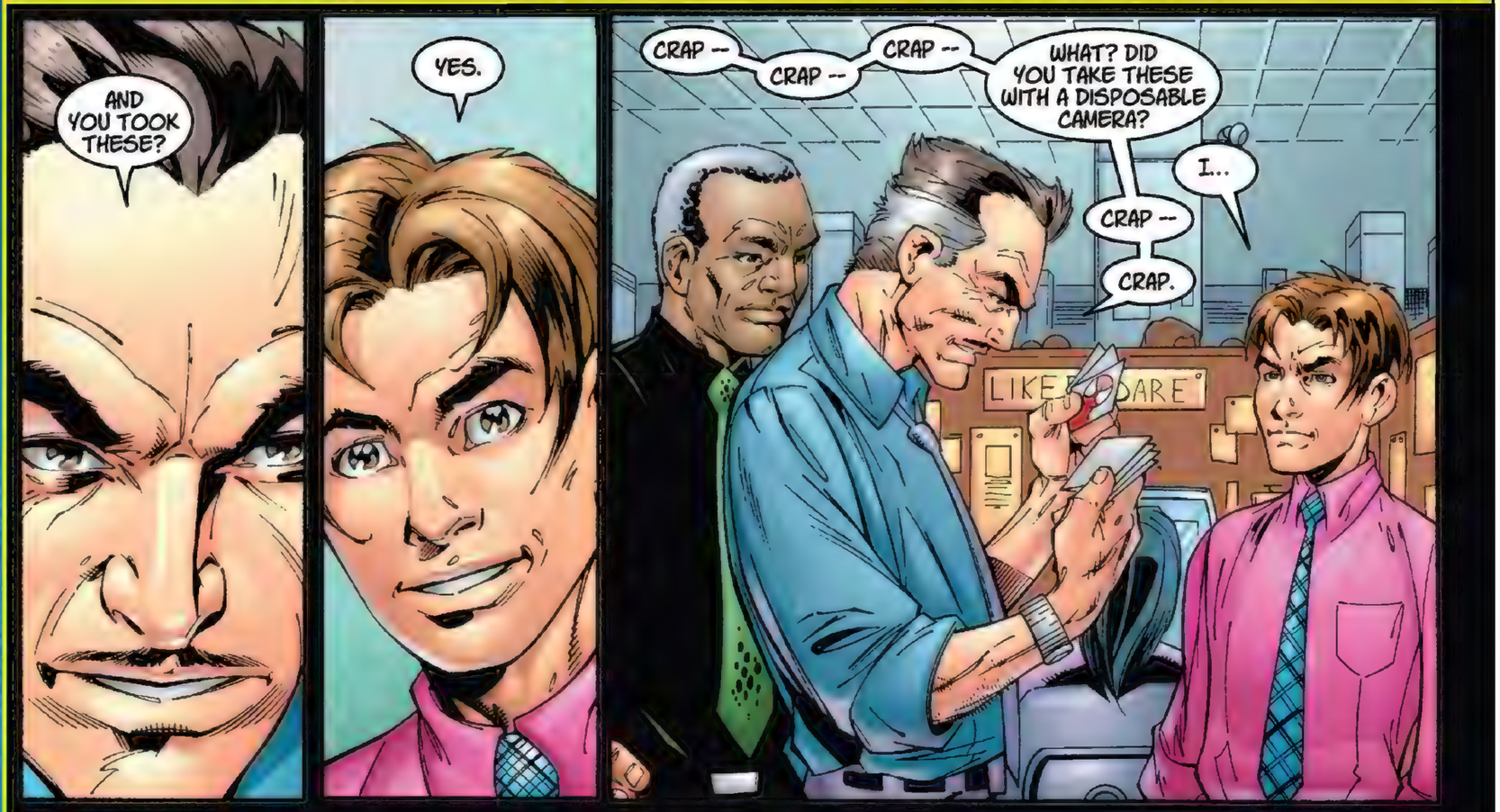
MARK: No, we get along pretty good, but he threatened to beat me up the first time I met him. At the time, I didn't have a clue any of this was going on, I didn't know this story. We were out in Seattle at a convention and Leonard Kirk comes walking up. He's one of the few guys in the business who's smaller than I am. He's a nice guy, a little soft — he's an artist guy. I was in the service, I'd been lifting weights for years, I was in pretty good shape for a little guy, because my daughter's dating and I had to be ready for anything! So he comes walking in the room and first thing he says to me — and I don't know this guy from Adam — and he goes, "You're Mark Bagley?" And I says, "Yeah." He says, "I'm Leonard Kirk, and I'm gonna kick your butt!" And he sounded serious! And I hate conventions, so I wasn't in the mood, so I stood up and said, "Well bring it on!" You know? I was ready to throw down! *(Laughter.)* He said, "No, no, no! I was just kidding!" Then he told me the whole story. But he's a very talented guy, and the book would have done really well with him, I think.

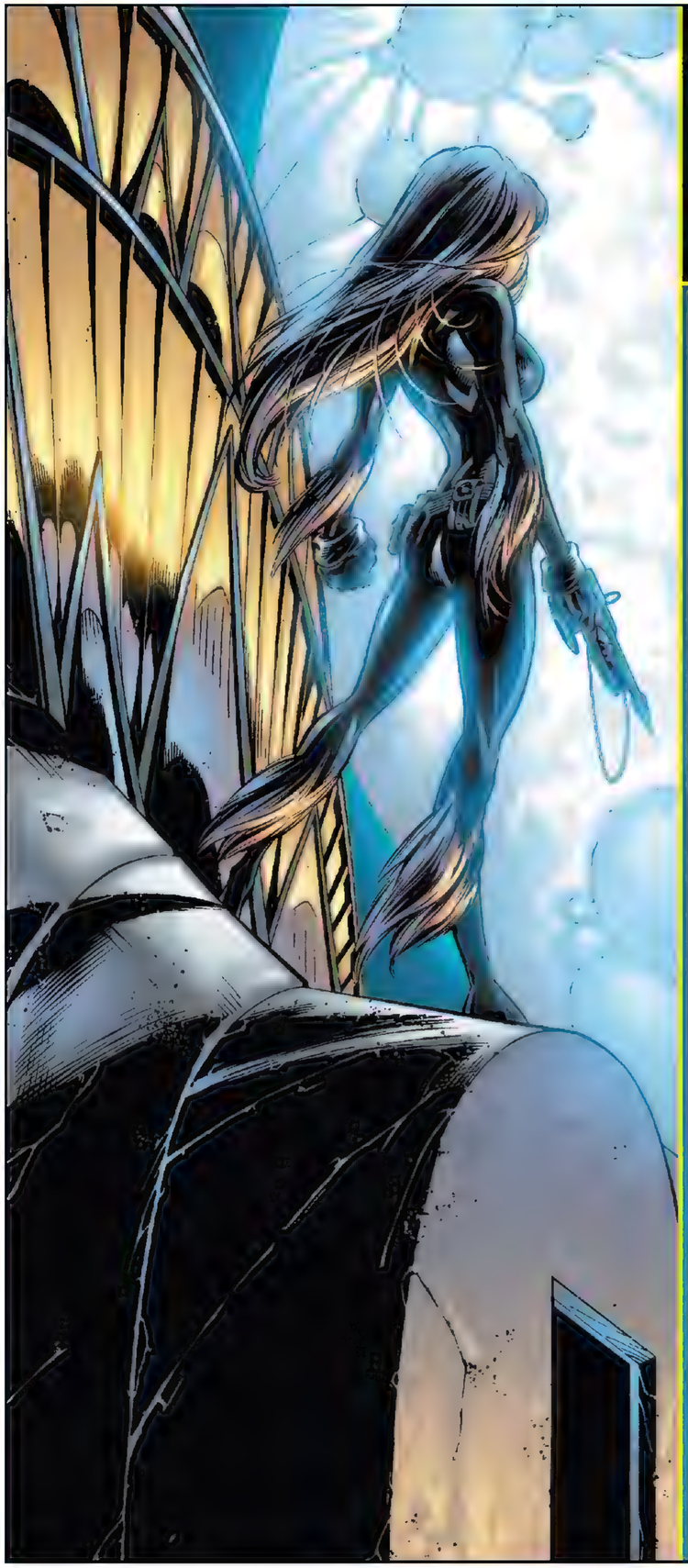
SPOTLIGHT: One of the reasons you're currently at 103 issues with *Ultimate Spider-Man* is that you guys were really pumping out new issues at a really aggressive rate. You were doing something like a new book every three weeks, right?

MARK: Yeah, that's about what I average. I slowed down a little over the last few months because there's a lot in life happening right now, but a book every two and a half weeks is what I can comfortably do for a comic.

SPOTLIGHT: It looks like Marvel lucked out with you, having an artist who could really sell the look of the book, and then also a guy who — once the book became popular — could up the schedule to meet the demand.

"MY FAVORITE SCENE IN THE SPIDER-MAN MOVIE WAS...": ...when Jonah took Peter's pictures and said, "Crap! Crap! Crap!" This scene in *USM #8* was one of a handful that translated from Brian and Mark's comics to the silver screen!





CROSSING THE BLACK CAT: If you wanna see more of Mark Bagley's Black Cat than this, you gotta buy the books...and trust me: you wanna see more of Mark's Black Cat! Meow! (From *USM* #50.)

MARK: I was always looking for more work, because like I said, I wanted to do more than one book a month and the book was coming out on a monthly schedule, and I really started making loud noises about wanting another book — I had some financial stuff I wanted to take care of and the best way to do that is to work harder. And they were really scared to death about giving me another assignment, because they thought it might hurt *Ultimate Spider-Man*. At that point, we were in the Top Ten or Top Five of the sales chart for the first four years, we've dropped down now where we're in the Top Fifteen. So Joe suggested the idea of upping the schedule some, and I said, "Okay!" It's one of the highest selling books they've got, the royalties were good, and coming out twice a month? Cool! So that's pretty much why we did it. I'm very comfortable with doing about a book and a half a month.

SPOTLIGHT: A lot of your peers in the industry simply can't keep up that kind of a schedule. When you talk to them, do they let on that they think you're crazy?

MARK: A lot of them think I'm crazy. Some of them don't have any interest in keeping up a schedule like this, because they feel like they need to spend three days on a page to make it worthwhile. I don't get out among comic artists as much as I'd really like, because I don't do too many conventions; I'm just too busy. I don't really get out of the house. I don't know how much respect I get within the community. I look at my work and I think it's pretty damned good. But I look at what Bryan Hitch does, and I understand why it takes him three days to do a page, you know? I look at what Art Adams does, it's the same thing. Although I look at some guys who take three days to do a page and I just don't see it. I'm like, "How the hell does that happen? Why can this guy only do four pages a week, it doesn't make any sense to me." It's not that complicated. A lot of these guys, it really does look like they put in what they put in. And I don't know if they look at me as a hack, or whatever... I really don't know. I can feel a little insecure about that.

103 ISSUES OF ULTIMATE ART: This isn't the only iconic image of Spider-Man drawn by Mark Bagley, but it's one of the best! Don't you wish you could get to school this way? (From *USM* #22)

SPOTLIGHT: After 100+ issues of drawing *Ultimate Spider-Man*, how do you compartmentalize what it has meant to you and your career? It seems to me that on the one hand, you can sit back and say, "Wow, I really had a chance to stand by a particular comic for a long time and really make my imprint on it." And on the other hand, it seems like you might have spent a lot of time lately looking around at your peers, kind of jealous that they get to do all this variety of work. Do you have these conflicting emotions about your tenure on *Ultimate Spider-Man*?

MARK: That is exactly why I'm leaving the book. As much as I love this book and want to stay on it forever, I really feel like I want to get out there and work with other characters, work with other guys in the business. I love Brian and I love working with him, but I feel an urge to do that. And, yeah, I look around comics and see stuff and go, "Man, I wish I could have done that." I look at *Civil War* and that's just something that I can't do.

But on the flipside, there is nobody else in the business right now with this volume of work on one book, and I think it's a significant thing that Brian and I and the Ultimate office have done, because it's just so rarely done now. And I'm just talking about our little niche of mainstream Marvel work-for-hire stuff, because I know there's Dave Sim, Erik Larsen, and Jeff Smith who does *Bone* — they all look at me and say, "He's just a penciller. Big deal." *Laughter.* But we've done a real good, quality hunk of work. I mean, you'll sit down and read it and know it's something worth reading, and I'm pretty proud of it. I'm not just doing it to get my name out there as a fan favorite. I'm doing it because the work is important to me. I think the fans appreciate that. I'll never be a fan favorite because of the quality of my stuff or because I'm blowing people away with the dynamics of my art. I think the fans respect me for my work ethic, for knowing that every month a book is going to come out and it'll be something they enjoy, and that every now and then, maybe I'll surprise them with something.

MARVEL SPOTLIGHT

Mark Bagley • Official Handbook

REAL NAME: Mark Bagley
NICKNAME: Bags
DATE OF BIRTH: August 7, 1957
PLACE OF BIRTH: Frankfurt, Germany
OCCUPATION: Comic book artist
PLACE OF RESIDENCE: Marietta, Georgia
WEBSITE: No website currently online.
FIRST COMICS APPEARANCE: *Nightmask #9*, 1987

HISTORY: Mark Bagley was born August 7th, 1957, to a military family in Frankfurt, Germany. He had a lifelong love of comics, and straight out of high school he joined the army so he could qualify for the GI Bill and afford art school. He served for three years before going on to attend the Ringling School of Art and Design in Sarasota, Florida. After school, he returned to his home state of Georgia and worked as a carpenter before landing a job doing technical illustration for Lockheed-Martin. In 1986, Marvel published its first *Official Marvel Comics Try-Out Book*, which offered a contest for readers to submit writing or art samples in hopes of landing a position with Marvel Comics. Mark won the contest, and was quickly given work on a range of titles, including titles in the New Universe line of books, and the Star Comics toy tie-in *Visionaries*.

He then went on to work on a series of backup strips for *Captain America*, which got him noticed among his peers in a big way, but his first big breakthrough with the fan community was launching the fledgling *New Warriors* series with writer Fabian Nicieza. The team quickly garnered an enthusiastic following due in no small part to Mark's art, full of flashy costumes and energetic layouts. Mark then got the call-up to the big leagues, being handed the artistic reins of Marvel's flagship series, *Amazing Spider-Man*. He began in 1991, and did not leave until five years later, establishing his credibility as a dedicated and loyal craftsman. In close coordination with writer pal Kurt Busiek, he took on the challenge of launching another new book, quickly finding himself in the middle of a hit with *Thunderbolts*. Once again, Mark showed his dedication by sticking with the title for fifty issues, and left his mark on a title that is still going strong today.

In 2000, Mark's talents were summoned for a re-imagining of a character he had logged considerable time drawing in the previous decade. At the time, nobody at Marvel had any idea what they were developing with the new *Ultimate Spider-Man* series. Teamed with writer Brian Michael Bendis, the pair took another stab at modernizing the Spider-Man character for a new generation of readers, and unlike other commercially unsuccessful attempts, this time it clicked. The book was an instant sensation, garnering huge sales and making superstars out of writer and artist. In fact, Bendis and Bags are the first to have broken Stan Lee and Jack Kirby's record for most consecutive issues created by a single creative team! Mark will be leaving the book with issue #110, and while his next project is a closely guarded secret, it's a sure bet it will delight comic fans everywhere.

THE MARK BAGLEY MARVEL COMICS LIBRARY:
Alias #12, 21, 25-26
Amazing Scarlet Spider #1-2
The Amazing Spider-Man #345, 351-358, 361-365, 368-375, 378-404, 407-415
The Amazing Spider-Man Annual #22-23
Avengers Two: Wonder Man and Beast #1-3
Captain America #366-369, 371-383, 385
Captain America/Citizen V Annual '98
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Fantastic Four #351
Fantastic Four Vol. 3 #51-54
Hawkeye: Earth's Mightiest Marksman #1
Heroes Reborn Rebel #1
Heroes Reborn Young Allies #1
Hulk Movie Adaptation
Iron Man Vol. 3 #21
Marvel Comics Presents #43, 97, 124
Marvels Comics: Captain America
A Moment of Silence
The New Warriors #1-23, 25
The New Warriors Annual #1
Night Thrasher #1
Nightmask #9
Psi Force #20, 24
The Pulse #1-5
Spider-Man/Batman
Spider-Man: Maximum Clonage Omega
Spider-Man Unlimited Vol. 1 #1-2
Star Brand #10
Star Trek: Mirror Mirror
Strikeforce Morituri #23, 26-31
Strikeforce Morituri: Electric Undertow #1-5
Tales of the Marvel Universe #1
Thunderbolts Vol. 1 #0-6, 8-44, 46-48, 50, 59
Thunderbolts Annual '97
Thunderbolts Annual 2000
Ultimate Iron Man #5
Ultimate Spider-Man #1-110
Ultimate Spider-Man #1/2
Ultimate Spider-Man Super Special
Venom: Lethal Protector #1-3
Venom Super Special #1
Visionaries #1-6
What If? Vol. 2 #4

COLLECT 'EM IN TRADE:
Alias Vol. 2-4 TPB
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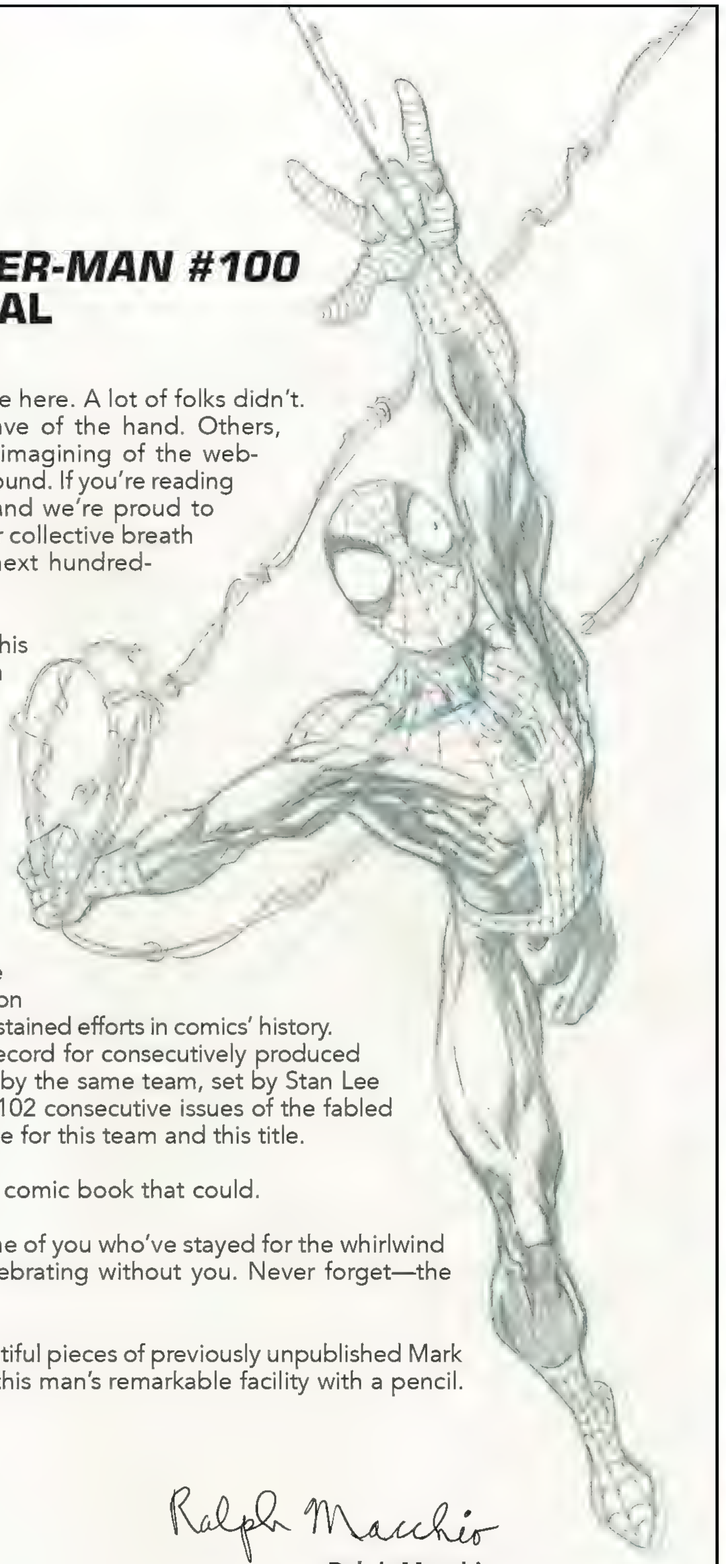
Ultimate Spider-Man Vol. 1-16 TPB
Ultimate Spider-Man Vol. 1-7 HC

ULTIMATE SPIDER-MAN #100 BONUS MATERIAL



Betcha didn't think we'd still be here. A lot of folks didn't. Some dismissed us with a wave of the hand. Others, intrigued by this wondrous reimagining of the web-spinner's seminal myth, stuck around. If you're reading this, you're one of the latter and we're proud to have you along as we catch our collective breath and brace ourselves for the next hundred-issue marathon.

As you can tell from reading this very special issue, writer Brian Bendis continues to turn comic-book convention on its head with perhaps his boldest, most amazing storyline. And Mark Bagley's artwork has never looked more stunning. Persistence pays off, and this landmark book is proof of that.

I've been privileged, as editor, to oversee the blending of these two stellar talents, whose fusion has produced one of the finer sustained efforts in comics' history. They'll shortly be passing the record for consecutively produced issues of a Marvel Comic done by the same team, set by Stan Lee and Jack Kirby, who produced 102 consecutive issues of the fabled *Fantastic Four*. What a milestone for this team and this title.

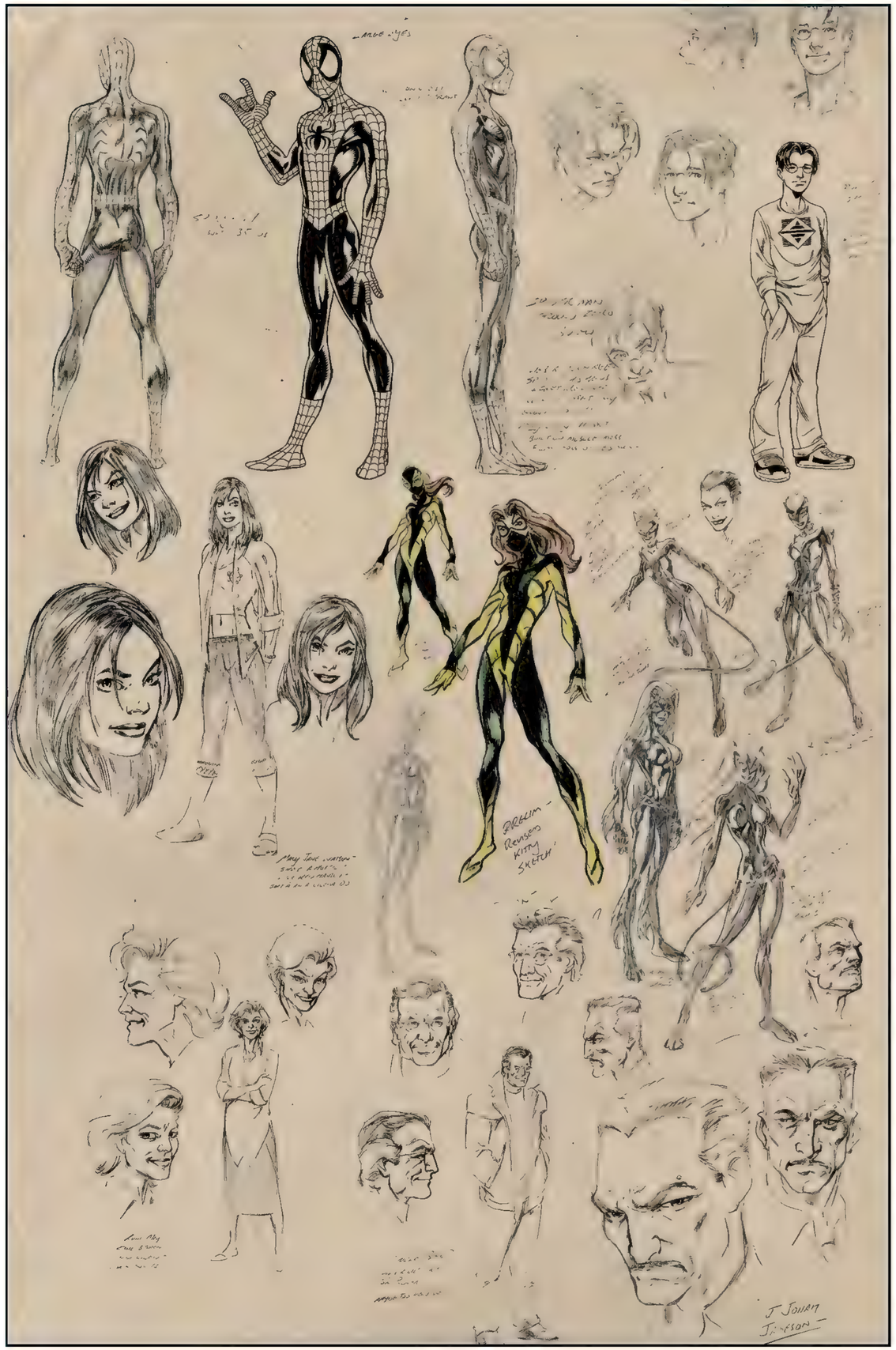
Ultimate Spider-Man: The little comic book that could.

My thanks to each and every one of you who've stayed for the whirlwind ride. We wouldn't be here celebrating without you. Never forget—the best is just ahead.

Also, just ahead, are some beautiful pieces of previously unpublished Mark Bagley artwork that showcase this man's remarkable facility with a pencil. A feast for the eye. Enjoy...

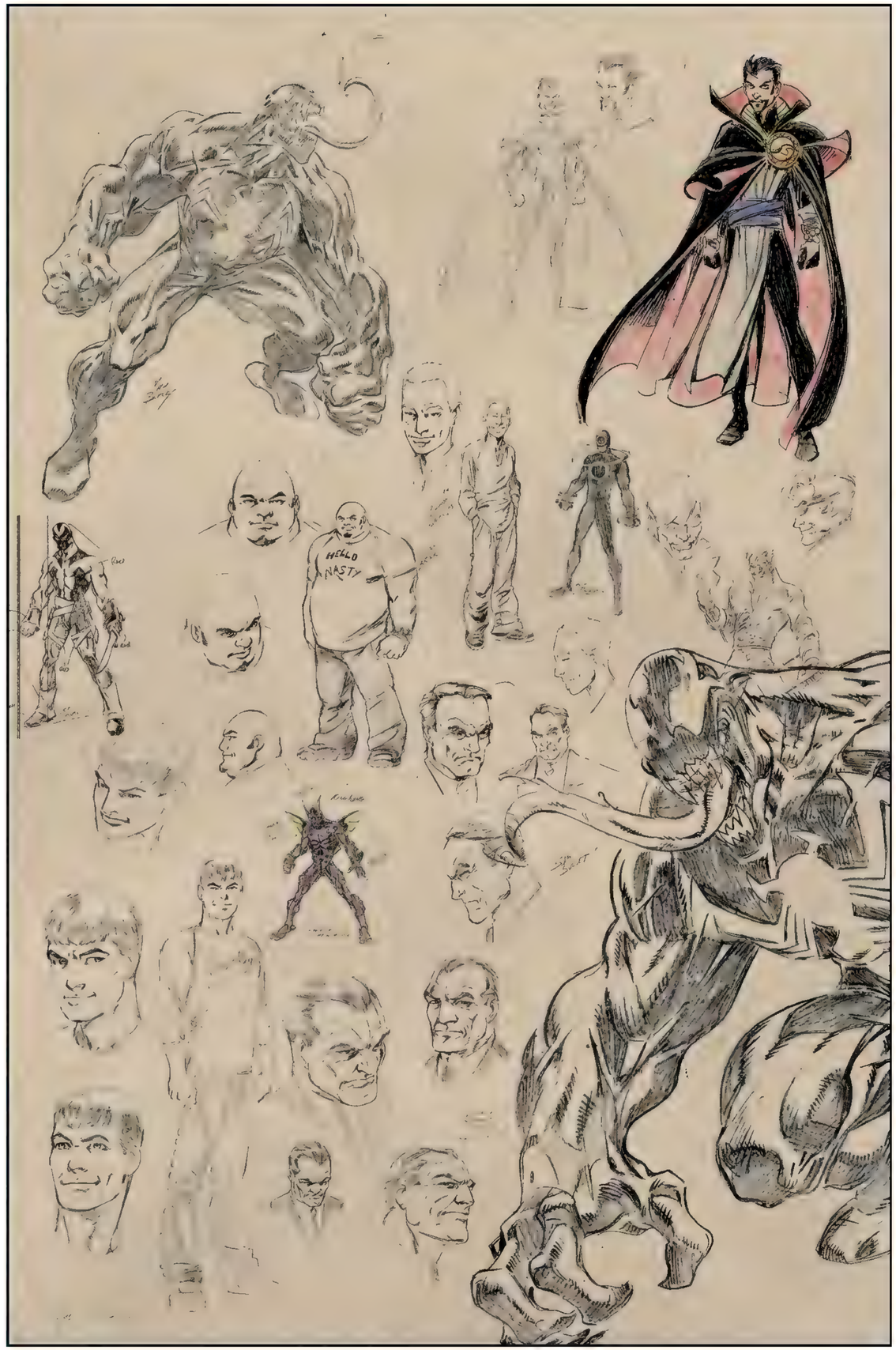
Ralph Macchio

Ralph Macchio


J. JONAH JAMESON

VULT HOBGOBLIN
VULT SCORPION
VULT VULTURE

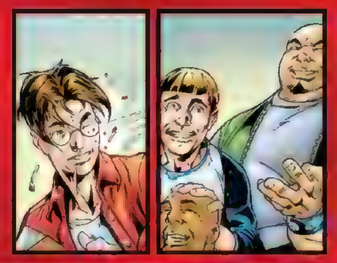
RANGED SHANG-CHI
ULT IRON FIST
WILSON FISK -THE KINGPIN
ELECTRO - Powered up

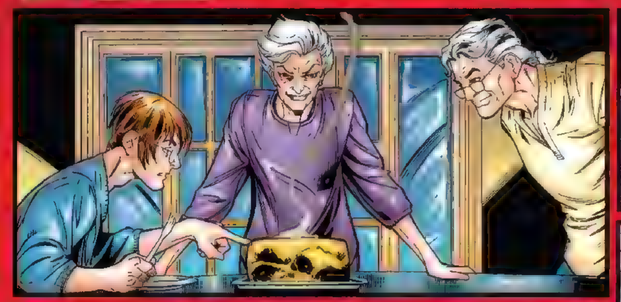

HELLO NASTY

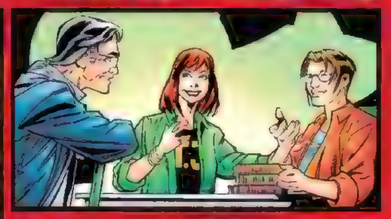
ULTIMATE SPIDER-MAN SAGA

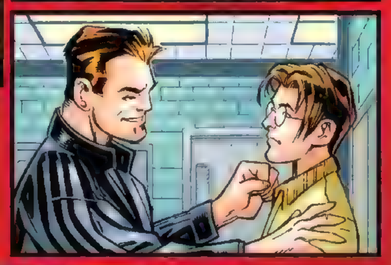
By John Barber
Based on comics by
Brian Michael Bendis
and **Mark Bagley**
with Trevor Hairsine
and Mark Brooks

Peter Parker is your run-of-the-mill student at Midtown High—nerdy and unpopular, but hardly remarkable. When he isn't being picked on by jocks like Flash Thompson and Kong, he's got his head buried in a science book.







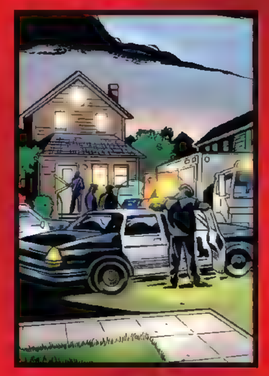


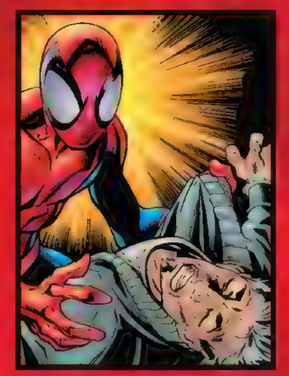
Peter's parents died when he was young, and he's been raised by his loving Aunt May and Uncle Ben. Peter's only real friends are Mary Jane Watson, a friend from childhood, and Harry Osborn, son of billionaire industrialist Norman Osborn.

At a field trip to Osborne Industries, a spider—genetically altered by something called the Oz Formula—bites Peter on the hand.

It doesn't take long for Peter to realize that this bite has changed his own genetic make-up, giving him the proportionate strength, speed, and agility of a spider! He also learns he can stick to walls and has a precognitive ability that warns him of impending danger (he calls this his "spider-sense").

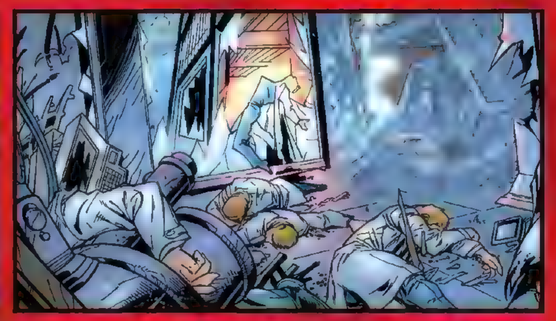
Peter uses his newfound powers to make money and impress his friends. Overnight, he changes from a lonely loser to a masked wrestler called "Spider-Man"! But this newfound success and confidence goes to Peter's head.





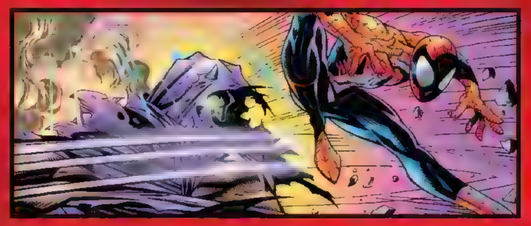
One day, Peter lets a purse-snatcher get away when it would've been easy to stop him. This incident proves to be the pivotal event in Peter's young life...as Peter returns home to find his Uncle Ben dead—murdered in a attempted break-in! Peter dons his wrestling outfit and tracks down the killer—only to find it's the very same purse-snatcher he'd let escape!

It is then that Peter truly learns his fateful lesson: with great power, there must also come—great responsibility!

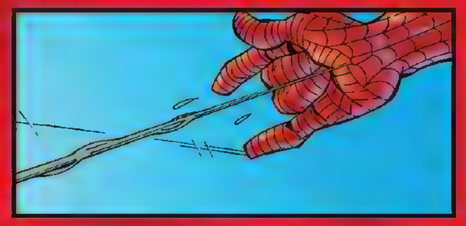


But Peter's trials are far from over. Norman Osborn has been monitoring Peter since the moment the spider bit him. Seeing the boy's extraordinary transformation, Norman wants that power for himself...so with the help of his chief scientist, Dr. Otto Octavius, Norman pushes his own family away and injects himself with the Oz Formula. The results destroy the lab...and Norman is nowhere to be found...

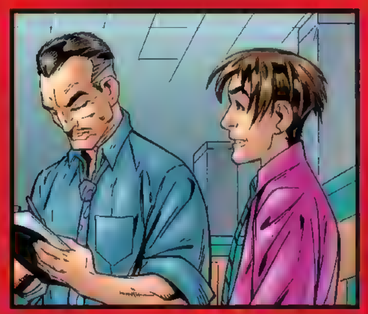
Soon after, Norman's home is razed and his wife is killed. When Norman reappears at Midtown High, searching for Peter (who he blames for his new condition), he is Norman no more. Now he is...the Green Goblin!



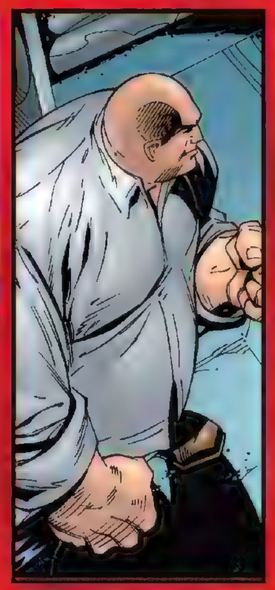
The ensuing fight leaves Peter confused and the Goblin missing—and announces to the world the existence of Spider-Man!



It also gives Peter a chance to test his web-shooters! Based on a principle devised by Peter's father—an accomplished scientist—these mechanical devices grant Spider-Man yet another power of the spider!



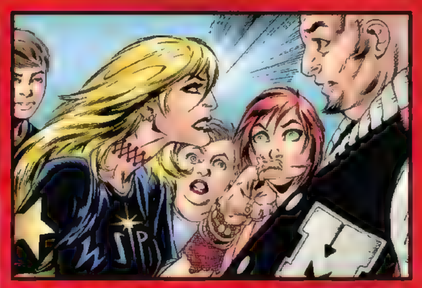
Attempting to raise money to help his now-widowed Aunt May, Peter tries to sell some photos of himself as Spidey. At the *Daily Bugle* newspaper, he meets editor J. Jonah Jameson—who offers Peter the chance to become the Bugle's webmaster!

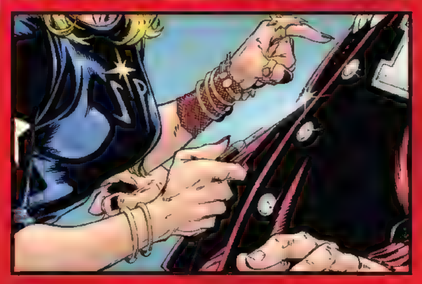


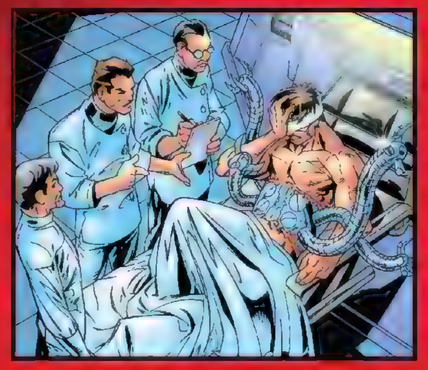
Peter dives into his role, and starts learning more about the world he now lives in—the world of larger-than-life super-criminals...and they don't come any larger than the head of New York's underworld, the Kingpin of Crime, Wilson Fisk!

Peter manages to gather enough evidence to force Fisk out of the country. Now Peter has two villains he's made into mortal enemies...but only one friend to share his secret life...

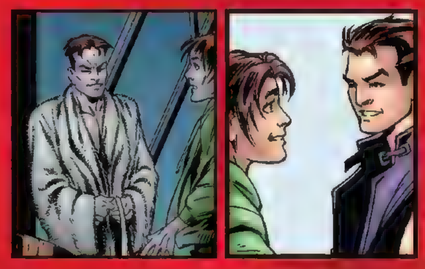
MJ doesn't believe him at first, but when Peter shows her his powers, she becomes his girlfriend and confidant...but a big question mark comes Peter's way, in the form of Gwen Stacy, daughter of the NYPD's Captain Stacy. Gwen is a beautiful and troubled girl who transfers to Midtown and—on her first day—pulls a knife on Kong when he threatens Peter! Peter is impressed...



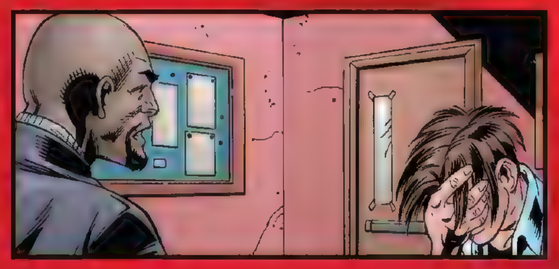




Less impressed is Norman Osborn's chief scientist, Otto Octavius, who has survived Norman's transformation—with some complications. Seeking revenge for his mutilation, Octavius—dubbed Doctor Octopus—attacks everyone who has any connection to the events that caused the accident. Of course, Spider-Man can't sit back and let the innocent (and not-so-innocent) die.

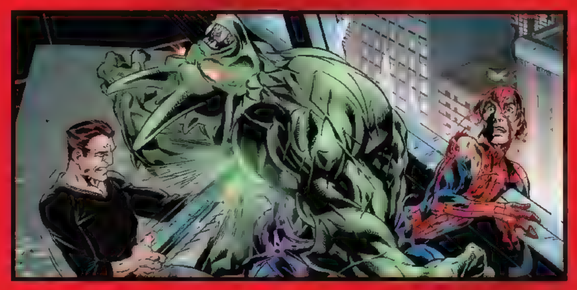


Peter manages to bring Doc Ock to justice, just in time for Harry to return to Midtown... Unfortunately, Harry's father also returns—now seemingly in control of his transformations into the Goblin, well aware of Peter's dual identity...and stark raving mad. Norman politely asks for Peter's help in his future plans...



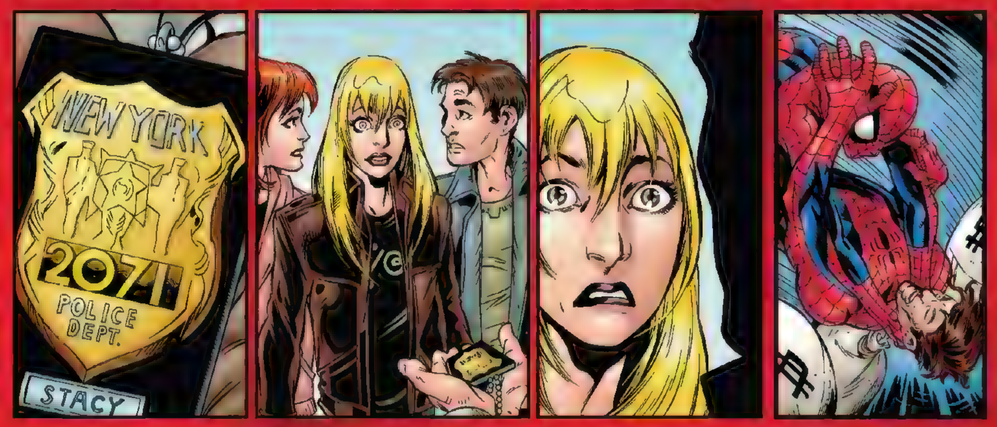
But it turns out someone else knows Peter and Norman's secrets—namely America's top spy, Nick Fury—head of the espionage group, S.H.I.E.L.D.

Fury wants Peter to pretend to help Norman, in reality gathering enough evidence for Fury to arrest him. Instead, Peter tries to take Norman down himself—and nearly gets MJ killed in the process.

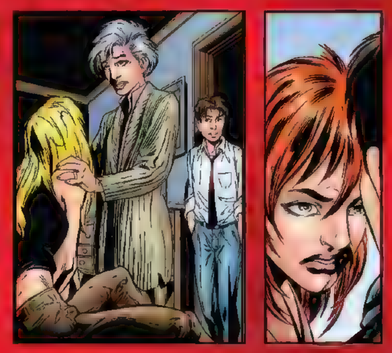


But as Norman overdoses on Oz and tries to kill Peter and MJ, it's Harry who puts an end to his father's plan.

Norman and Harry are taken into S.H.I.E.L.D. custody, and Peter is left with a dawning awareness of the dangers of his new life. Nothing drives this home more than what happens to Captain Stacy while trying to apprehend a criminal posing as Spider-Man....



Peter confronts the imposter, and in his rage nearly crosses a line there's no walking away from...but Peter stops himself just in time.

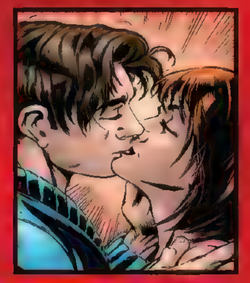


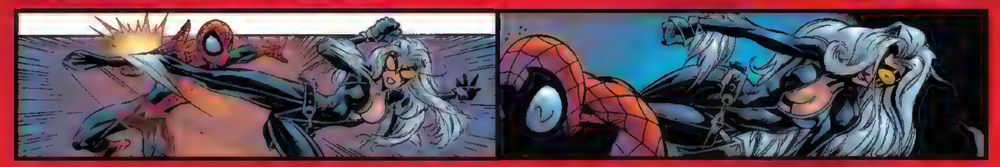
With no family left for the poor girl, Aunt May invites Gwen to live with her and Peter...which puts an understandable strain on Peter and MJ.

With his relationship on the rocks, Peter needs someone to talk to—so he looks up his childhood friend, Eddie Brock. Eddie is studying at Empire State University, working on a prototype biomedical suit originally devised by Peter and Eddie's fathers. The suit will diagnose and cure diseases...and could potentially grant the user superhuman strength.

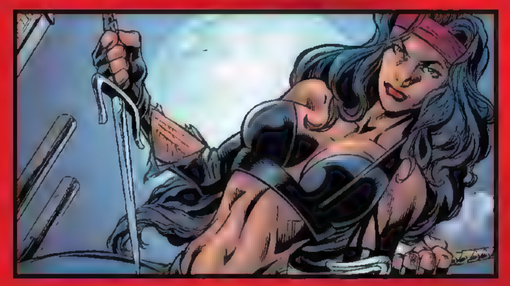
However, the suit soon mutates into something much more dangerous. Peter manages to free himself from its clutches and warn Eddie of the danger...but Eddie sees not danger, but opportunity! He dons the suit willingly, and Venom is born!

Peter manages to defeat Venom, but his life is in shambles. The brief rise in popularity of the mutant known as Geldoff gives Peter the chance to reconcile with MJ...

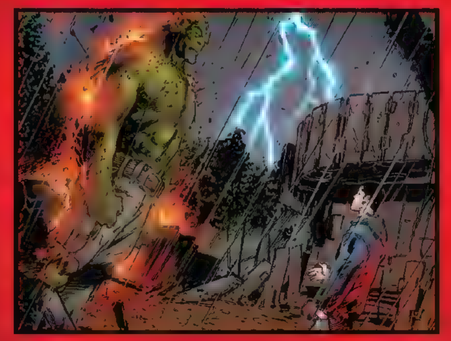




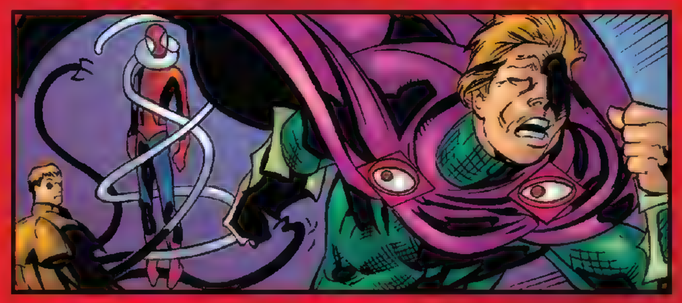
...but that isn't the end of his girl trouble. When the Kingpin is cleared of all charges and returns to New York to finance District Attorney candidate Sam Bullett, Spidey meets not only the cat-burglar-with-a-vendetta-against-the-Kingpin, Black Cat...but also the Kingpin's favorite assassin, Elektra!



Yet Spider-Man's toughest battle is still to come, as five of his most dangerous foes—the Goblin, Dock Ock, Sandman, Elektro, and Kraven—force Peter to join in their attack on the White House! The Six are defeated when Nick Fury puts Norman face-to-face with his son, causing the Goblin to hesitate long enough to be taken down by Fury's forces.



What happens next is possibly the most unexpected thing in Peter's unusual life—*Spider-Man: The Movie* begins filming!

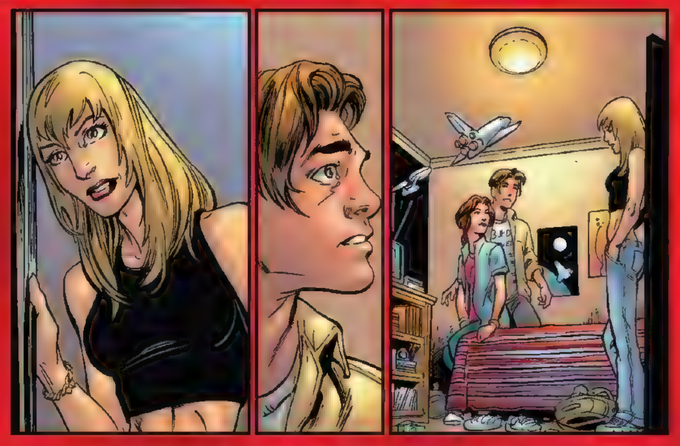


But when Doc Ock breaks out of prison in a jealous rage, the movie turns into a surreal mix of fact and fiction!

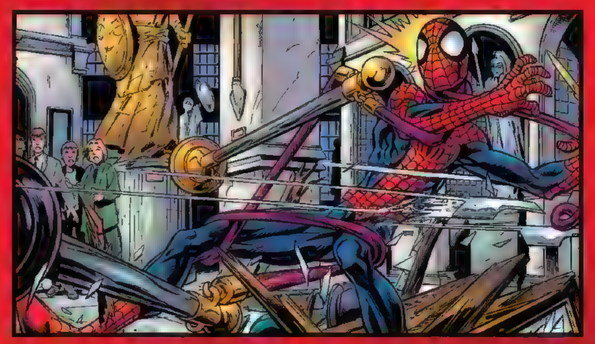
After a brutal fight, Peter defeats Doc Ock again, and returns home...but Gwen has learned his secret.

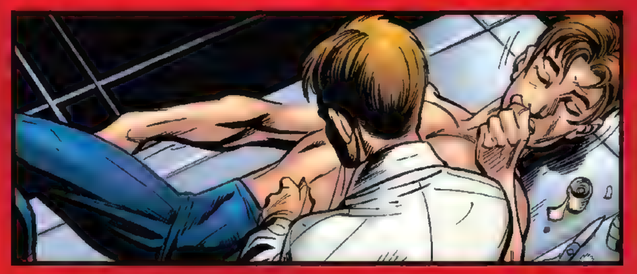
Still blaming Spider-Man for her father's death, Gwen confronts Peter—with her father's gun.

When a noise outside distracts Gwen, Peter manages to grab the weapon. Gwen runs off, but soon returns, having made peace with herself. She now shares the secret with Peter and MJ, and forms a unique bond with her would-be rival for Peter's affections.

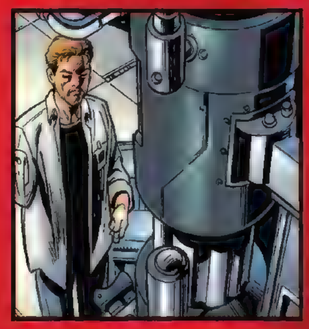


Clearly, the stakes have been raised yet again for Peter, and it isn't long before he is wounded in battle...





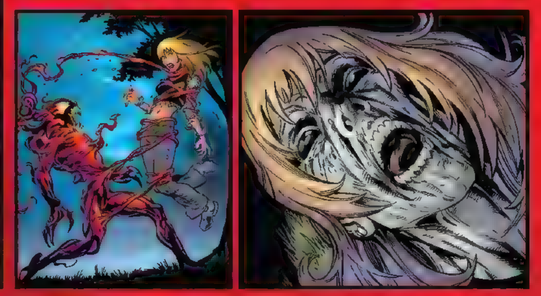
Peter seeks the help of Dr. Curt Conners, who—when a formula he had created to grow back his missing arm inadvertently transformed the scientist into a psychotic reptile—had once fought Spidey.



Wondering if Peter's super-powers could be used to help normal people, Conners combines some of Peter's DNA with the research that led to Venom's creation.

Needless to say, things don't go as planned. Conner's research gives birth to Carnage, a remorseless killing machine with Peter's memories... including memories of Peter's loved ones...

The worst thing that could ever happen to Peter, happens. Carnage travels to Peter's house, finds Gwen Stacy...and murders her.



Peter snaps. He tracks down Conners, realizing the scientist has created this monster. As Peter confronts him—Carnage attacks.

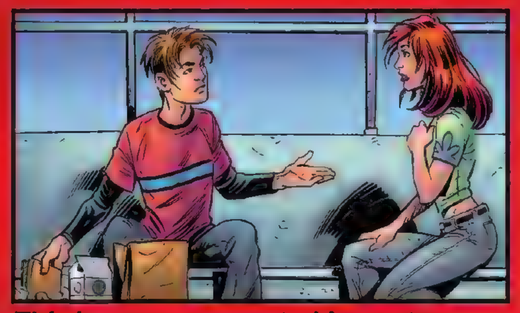
Peter is relentless, eventually killing the creature. But Gwen is dead, and Peter—by virtue of his double life—is responsible.

As Peter's life collapses, Spider-Man's gets more bizarre, as he briefly switches minds with Wolverine (of the X-Men)...

...hangs out with the Fantastic Four's Johnny Storm...

...and teams up with Doctor Strange to fight a creature called Nightmare!

But strangest of all is when Harry Osborn returns! Harry has blocked the memories of his father's transformation, and instead blames Peter/ Spider-Man for the death of his mother. He confronts Peter with these feelings—and reveals that he had been romantically involved with MJ before she dated Peter!



This has an unexpected impact on Peter and MJ's relationship. As Peter pushes MJ further and further out of his life, MJ thinks Peter is jealous of Harry—but Peter just doesn't want to see MJ end up like Gwen.

Meanwhile, Harry's sanity is clearly slipping away. Harry's suppressed memories cause him to hallucinate an imaginary colleague of his father, Mr. Shaw, who leads Harry to one of his father's (very real) secret labs.

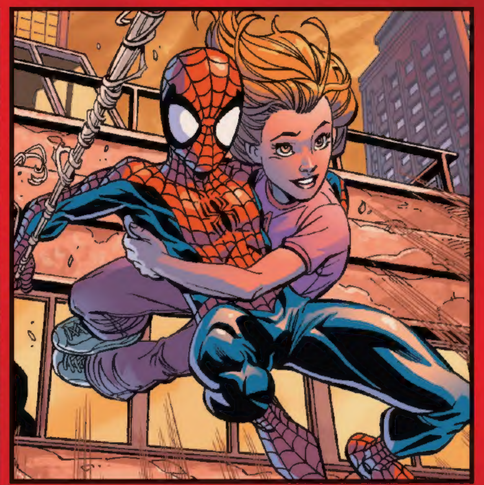
When Harry finally remembers all of the events of his father's transformation—including the moment when the original lab exploded, bathing Harry in the Oz Formula—Harry himself undergoes a startling change...becoming the Hobgoblin!

In an effort to force Spider-Man to kill him and end his misery, Harry goes on a rampage through New York. Eventually Spider-Man and S.H.I.E.L.D. exhaust Harry and defeat him. But Fury wants to know what's in the Oz Formula, so he can use it to strip the increasingly-a-threat-to-authority Peter of his powers!

Coming so soon on the heals of Gwen's death, the Hobgoblin incident proves to Peter that his relationship with MJ is placing her in grave danger. Fearing for her safety, Peter ends the relationship.

In typical Peter Parker fashion, he leaps straight from the frying pan into the fire, first dealing with a costumed gang war, when a criminal called Hammerhead tried to step into the Kingpin's territory...

...then he is captured by the mercenary known as Silver Sable! But this last part is made a little easier by the knowledge that there's a new woman in Peter's life...



...Kitty Pryde of the X-Men! She'd met Peter a few times before, but her phone call one afternoon changes Peter's life, finally giving him a sense of hope he's been missing since Gwen died. Knowing that Kitty is a trained super hero allows Peter to give himself permission to become close to her.

It's not long before Peter finds himself in the midst of the X-Men's battle with Deadpool...

...but after surviving that battle, Peter confronts the Scorpion, who turns out to be an exact duplicate of...

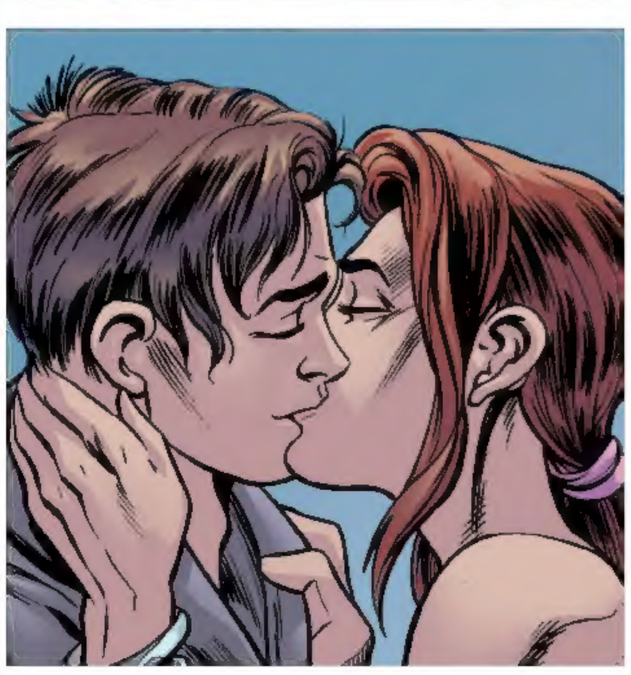
...himself! Peter takes his double to the Fantastic Four, who confirm that this new Peter is a clone.

But before Peter has a chance to react to this fact, he learns that Mary Jane has been kidnapped! In his search for his ex-girlfriend, Peter comes toe-to-toe with a mysterious woman wearing a spider costume...

...then an inexplicably alive Gwen Stacy...

...and finally (after revealing his secret identity to Aunt May) his long presumed-dead father—Richard!

And after the mind-blowing revelations of this issue, the only place to find out more is in the next issue of ULTIMATE SPIDER-MAN!



ULTIMATE SPIDER-MAN #111 AFTERWORD

BY MARK BAGLEY

So this is it, my last issue of *Ultimate Spider-Man*! Saying I'm conflicted about walking away from this project would be a vast understatement, but I really believe that the time has come for me to move on. I leave knowing that the book is in great hands with Stuart Immonen taking over the penciling chores. I don't think a better choice could have been made.

I'd first like to thank Bill Jemas for insisting I take this job over my idiotic objections. Ultimate Spidey came along at a real crossroad point in my comics career, and it is no exaggeration that it has become the most fulfilling and rewarding professional experience of my life. I'd like to thank Dan Buckley, Joe Quesada, Ralph Macchio, Nick Lowe, John Barber and all the folks in editorial who have had my back for all these years. I've never had an easier, more professional group of people to work with than you guys, and you'll always have my respect and gratitude.

Thanks and praise also to all my artistic collaborators whose talent made my work shine. Art Thibert, Steve Buccellato, Marie Javins, J.D. Smith, Scott Hanna, Justin Ponsor, Richard Isanove, John Dell and Drew Hennessy. I'm sure I'm forgetting a few (it was a looong run). All contributed to make this book as terrific looking as possible.

I have nothing to say about Brian Michael Bendis because words cannot express the deep appreciation and respect I have for the brilliance and talent, and the commitment, he brings to this book. It has been my honor to be part of telling his stories, and I'm sure that Ultimate Spider-Man would be a shallow shadow without him.

Finally, to you fans — you guys rock! To have a book like this, in this day and age, remain this supported by y'all for this long is nothing short of astounding. There is not a day that goes by that I am not humbled and grateful for your support.

-Mark Bagley

"It is just incredible how consistently good Bendis has been on *Ultimate Spider-Man*." — *Comic Book Revolution*

"Mark Bagley continues to be outstanding. He can draw everything: emotion, action, everything." — *Comic Book Bin*

Collecting *Ultimate Spider-Man (2000) #72-111* and *Ultimate Spider-Man Annual #1-2* — written by Brian Michael Bendis; and illustrated by Mark Bagley with Mark Brooks and Stuart Immonen.

MARVEL

Jack.T.Ripper

BLOODY MARVELOUS!